



# 中國高精密自動化集團有限公司

CHINA HIGH PRECISION AUTOMATION GROUP LIMITED

(Incorporated in the Cayman Islands with limited liability)

Stock Code: 591

2013/14  
Annual Report







# CONTENTS

|    |   |
|----|---|
| 2  | Financial Highlights  |
| 3  | Corporate Information   |
| 4  | Chairman's Statement  |
| 5  | Management Discussion and Analysis                                      |
| 11 | Biographical Information of Directors and Senior Management             |
| 13 | Corporate Governance Report   |
| 22 | Environmental, Social and Governance Report                             |
| 28 | Report of the Directors   |
| 35 | Independent Auditors' Report  |
| 37 | Consolidated Statement of Profit or Loss                                |
| 38 | Consolidated Statement of Profit or Loss and Other Comprehensive Income |
| 39 | Consolidated Statement of Financial Position                            |
| 41 | Statement of Financial Position   |
| 42 | Consolidated Statement of Changes in Equity                             |
| 44 | Consolidated Cash Flow Statement  |
| 45 | Notes to the Financial Statements                                       |
| 96 | Financial Summary   |

# FINANCIAL HIGHLIGHTS

|   | 2014<br>RMB'000     | 2013<br>RMB'000 | Increase/(decrease)<br>% |
|---|---------------------|-----------------|--------------------------|
| Turnover  | <b>403,816</b>      | 516,549         | (21.8)                   |
| (Loss)/profit from operations   | <b>(15,851)</b>     | 49,588          | (132.0)                  |
| Net (loss)/profit attributable to equity shareholders<br>of the Company | <b>(19,505)</b>     | 36,277          | (153.8)                  |
| (Loss)/earnings per share (cents)                                       |                     |                 |                          |
| — basic   | <b>(1.88) cents</b> | 3.50 cents      | (153.7)                  |
| — diluted   | <b>(1.88) cents</b> | 3.50 cents      | (153.7)                  |
| Shareholders' equity  | <b>2,242,802</b>    | 2,260,018       | (0.8)                    |



# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

Mr. Wong Fun Chung  
*(Chairman and Chief Executive Officer)*  
Mr. Zou Chong  
Mr. Su Fang Zhong  
Mr. Cheung Chuen

### Independent Non-executive Directors

Mr. Chan Yuk Hiu, Taylor  
Ms. Ji Qin Zhi  
Dr. Hu Guo Qing

### AUDIT COMMITTEE

Mr. Chan Yuk Hiu, Taylor *(Chairman)*  
Ms. Ji Qin Zhi  
Dr. Hu Guo Qing

### REMUNERATION COMMITTEE

Mr. Chan Yuk Hiu, Taylor *(Chairman)*  
Ms. Ji Qin Zhi  
Dr. Hu Guo Qing

### NOMINATION COMMITTEE

Mr. Chan Yuk Hiu, Taylor *(Chairman)*  
Ms. Ji Qin Zhi  
Dr. Hu Guo Qing

### COMPANY SECRETARY

Mr. Cheung Chuen, *CPA, AICPA*

### AUTHORISED REPRESENTATIVES

Mr. Cheung Chuen  
Mr. Wong Fun Chung

### REGISTERED OFFICE

Cricket Square,  
Hutchins Drive, P.O. Box 2681,  
Grand Cayman, KY1-1111,  
Cayman Islands

### PRINCIPAL PLACE OF BUSINESS IN CHINA

16 Xing Ye West Road,  
Mawei Hi-Tech Development Zone,  
Fuzhou 350015,  
The PRC

## HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Room 703, Jubilee Centre,  
18 Fenwick Street,  
Wanchai,  
Hong Kong

## COMPANY'S WEBSITE

[www.chpag.net](http://www.chpag.net)

## AUDITOR

PAN-CHINA (H.K.) CPA LIMITED  
*Certified Public Accountants*

## LEGAL ADVISERS

*As to Hong Kong Laws*  
Fred Kan & Co.  
Pan & Co. in association with Loeb & Loeb LLP

*As to PRC Laws*

Beijing Jinwo Law Firm

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Royal Bank of Canada Trust Company (Cayman) Limited  
4th Floor, Royal Bank House,  
24 Shedden Road,  
George Town,  
Grand Cayman KY1-1110,  
Cayman Islands

## HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited  
Level 22,  
Hopewell Centre,  
183 Queen's Road East,  
Hong Kong

## PRINCIPAL BANKERS

Industrial and Commercial Bank of China Limited  
Bank of Communications Co., Ltd.  
China Construction Bank Corporation  
China Everbright Bank Co., Ltd.

## STOCK CODE

591



# CHAIRMAN'S STATEMENT

On behalf of the board of directors of China High Precision Automation Group Limited (the "Company"), I am pleased to present to the shareholders the audited annual results of the Company and its subsidiaries (collectively, the "Group") for the year ended 30 June 2014.

For the year ended 30 June 2014, the Group's revenue decreased by approximately 21.8% to approximately RMB403,816,000 as compared to that of last year. The Group's gross profit decreased by approximately 62.5% to approximately RMB39,015,000 as compared to that of last year. The Group's net assets decreased by approximately 0.8% to approximately RMB2,242,802,000 as compared to that of last year. In the reporting period, China's macro-economic environment was maintained at a relatively steady level with slow recovery. As industrial recovery has been restrained by a number of factors, such as overcapacity and decrease in demand, the Company was facing a harsher environment and that general demand from downstream customers was thin.

Under such restraints, the Company has been persistent in research, development and improvement of its core products, aiming at significant progress in terms of function and reliability. On such basis, the Company will endeavor to seek expansion of the scope of applications of our products and develop new product lines, further broadening the scale of our operations. By maintaining our sound system of customer services, we seek to form a virtuous cycle that product upgrade is driven by services, while services quality is improved by product upgrade, and thus increasing stickiness of demand for our products from customers. The Company will enhance its competitiveness in the market by addressing demand from customers through product upgrade and technological innovation, in a bid to expand our scale of production and sales, and improve our operating results.

Amidst keen competition in the market, the management of the Company will continue to run the business in a conservative and steady manner, and has been in strict compliance with law and regulation as well as accounting standards in China and Hong Kong. In the course of interaction and cooperation with stakeholders, the Company will endeavor to balance the interests of society, shareholders, the Company, staff members and customers, ensuring sustainable and healthy development of the Company.

**Wong Fun Chung**

*Chairman*

Hong Kong, 26 September 2014

# MANAGEMENT DISCUSSION AND ANALYSIS

The board (the “Board”) of directors (the “Directors”) of China High Precision Automation Group Limited (the “Company”) is pleased to announce the audited consolidated annual results of the Company and its subsidiaries (collectively, the “Group”) for the year ended 30 June 2014 (the “Year”).

## MARKET AND BUSINESS REVIEW

Up to 30 June 2014, China’s economy has been in a relatively uncertain state and that its overall economic growth has been slowed down. Domestic industries were facing difficulties, such as structural adjustment and overcapacity. According to the National Bureau of Statistics of China, the gross domestic product (GDP) grew by 7.7% year on year in 2013, representing the lowest growth since 1999, and the growth in GDP for the first half of 2014 was 7.4%. As reflected by the GDP by industry, sluggish situation remained in traditional industries, and industries, such as electricity, steel, petrochemical and construction materials, were still facing overcapacity and shortage of new or reconstruction projects.

As economic downturn remained in China, in particular, adjustment of industrial structure in secondary industries continued and that the problem of overcapacity remained serious. This has also directly resulted in the constant decrease in contribution of secondary industries to China’s GDP. Most of our downstream customers were engaged in manufacturing industries, their new investments were materially affected and thus the Company has encountered difficulties in its marketing and sales. In addition, the trading suspension of the Company have had an impact on our markets, overall sales volume of the Company, in general, has been decreasing and such condition is expected to remain in the short run.

As market conditions has become more intricate, the Company will make use of the edge of its research and development team to continue launching the research and development in products, such as pressure/differential pressure transmitters and electromagnetic flow meters, and relevant accessories, further enhancing and improving the technical level of our products. In particular, the Company will strengthen and expand the technological advantages of our pressure transmitters, enhance our scale of operations and its position in the industry, and aim to make continuous progress for the Company in various aspects such as products, management and services by way of enhancing the technical level and quality of our products, increasing efforts on marketing, expanding downstream sectors and perfecting our services system.

## SEGMENT INFORMATION

The Group has the following two business segments:

### Automation instrument and technology products

During the Year, sales of high precision industrial automation instrument and technology products amounted to approximately RMB332,738,000 (2013: approximately RMB428,624,000), representing approximately 82.4% (2013: approximately 83.0%) of the Group’s total turnover. The Group continued to focus on production and expansion of high precision industrial automation instrument and technology products, and to manage its inventory levels and its distribution network. Reportable segment profit of this business segment was approximately RMB28,251,000 (2013: approximately RMB93,843,000), representing a decrease of about 69.9% as compared to that of 2013.

### Horological instruments

Sales of horological instruments were approximately RMB71,078,000 (2013: approximately RMB87,925,000), which accounts for approximately 17.6% (2013: approximately 17.0%) of the Group’s total turnover during the Year. This segment recorded reportable segment loss of approximately RMB12,998,000, as compared to a reportable segment loss of approximately RMB6,932,000 in 2013.

# MANAGEMENT DISCUSSION AND ANALYSIS

## MANUFACTURING FACILITIES

The Group has large-scale production facilities and is expanding its production capacity to enhance its competitive strength.

As the utilization rate of the existing manufacturing facility (1st phase development) of the Group located at Lot No. 15, Kuaian Road, Mawei Science and Technology Park, Fuzhou (福州馬尾科技園區快安大道15號地) has reached its maximum since 2008, the Group is in the process of expanding and upgrading its production capacity in two phases (i.e. 2nd and 3rd phase developments). Both developments are located at Long Men Village, Kuaian Technology Park, Fuzhou Economic and Technological Development Zone (福州經濟技術開發區快安科技園龍門村) in the People's Republic of China (the "PRC"), covering a total site area of approximately 47,665 square metres.

The 2nd phase development is solely for the expansion of the Group's production capacity of its existing products. The factory on site commenced production in 2010 and reached its full-scale production capacity in June 2011; accordingly, the Group's production capacity of its existing products has been doubled as scheduled.

The 3rd phase development is solely for actuators, one of the Group's new products. The construction was completed in 2012, and is expected to reach its full-scale production capacity in 2016. In light of the instability of the global market, the Directors will proceed with the future developments cautiously.

## PROSPECTS

The Company is a key corporation in automation instruments industry in China. Industries, such as petroleum, chemical, thermal energy, nuclear power, metallurgy and cement, are traditional users of automation control systems and devices manufacturing industry. In addition, China's government policies have vigorously nurtured emerging strategic industries, and remarkably developed new energy, new material, energy saving and environment protection, biopharmaceutics, information network and high-end manufacturing industries, with aggressive promotion of new energy automobiles, and integration of telecom, radio and TV and internet networks as well as research, development and application of the Internet of Things. This has brought about new opportunities for development of the industrial automation control systems and devices manufacturing industry.

More importantly, it has been stated in 裝備製造業調整和振興規劃 (the Plan for Modifying and Promoting the Equipment Manufacturing Industry\*) by the State Council that the goals of the plan include improving the quality of domestic-made equipment, expanding domestic markets and maintaining satisfactory rate of domestic market of domestic-made equipment at approximately 70%; realizing autonomy for material equipment such as megawatt-level nuclear power facilities and new-energy electricity generating facilities; realizing the basic satisfaction of demand for generic components and parts from domestic markets; and filling in the vacuum for key automation detectors and controllers in the country.

Against this background, the Company, on the one hand, will pay more attention to the industries encouraged by China's government policies; put more efforts on marketing; expanding the industries in which our products are applied and continue to maintain and develop demands of our existing customers. On the other hand, the Company, as a participant of 中華人民共和國國家高技術研究發展計劃 (National High-Tech Research and Development Program) (Program 863)\*, has initiated research and development project of high precision silicon pressure transducer, symbolising the achievement by the Company of advancement in technical level and capability of our research and development, thereby laying a concrete foundation for technological advancement and business development for the Company. In view of the above, the Group's management remains optimistic about the Company's development prospects.

\* English translation for identification purposes only



## FINANCIAL REVIEW

### Turnover

Turnover of the Group amounted to approximately RMB403,816,000 for the Year (2013: approximately RMB516,549,000), representing a decrease of about 21.8% as compared to that of last year. The decrease is mainly due to the adverse effect of the sluggish global economy which causes decrease in sales as a result of decrease in demand and unit selling price of both industrial automation instrument and technology products and horological instruments.

### Gross profit and (loss)/profit from operations

During the Year, the Group's gross profit and loss from operations amounted to approximately RMB39,015,000 (2013: approximately RMB104,071,000) and approximately RMB15,851,000 (2013: profit from operation amounted to approximately RMB49,588,000) respectively. The decrease is in line with the decrease in turnover and is also attributed to an increase of approximately RMB7,506,000 in research and development cost.

The segment gross profit margin of automation instrument and technology products segment decreased from 25.4% for 2013 to 14.3% for the Year. It was mainly due to the decrease in unit selling price.

The segment of horological instruments suffered a gross loss of approximately RMB8,693,000 for the Year (2013: approximately RMB4,767,000). It was because the average unit selling price decreased from RMB1.29 for 2013 to RMB1.24 for the Year. The Group adjusts its selling prices from time to time, if necessary, to maintain its market share in the intensely price competitive market.

Accordingly, during the Year, the Group suffered a loss from operations as compared to that of a profit in 2013.

### Net loss

The loss attributable to equity shareholders of the Company for the Year was approximately RMB19,505,000, as compared to a profit of approximately RMB36,277,000 in 2013. It was mainly attributable to the factors as mentioned above.

### Loss per share

The basic and diluted loss per share for the Year were RMB1.88 cents (2013: earnings per share of RMB3.50 cents) and RMB1.88 cents (2013: earnings per share of RMB3.50 cents) respectively.

### Liquidity and Financial Resources

During the Year, the Group's working capital requirement was principally financed by its internal resources.

As at 30 June 2014, the Group had cash and cash equivalents, net current assets and total assets less current liabilities of approximately RMB1,400,236,000 (30 June 2013: approximately RMB1,371,402,000), approximately RMB1,564,496,000 (30 June 2013: approximately RMB1,609,559,000) and approximately RMB2,260,834,000 (30 June 2013: approximately RMB2,278,004,000) respectively.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Borrowings

As at 30 June 2014, the Group had no bank borrowings (30 June 2013: Nil).

## Equity

Total equity attributable to equity shareholders of the Company as at 30 June 2014 decreased by approximately RMB17,216,000 to approximately RMB2,242,802,000 (30 June 2013: approximately RMB2,260,018,000).

## Gearing ratio

The gearing ratio (calculated as the ratio of total liabilities divided by total equity) of the Group as at 30 June 2014 was approximately 0.05 (30 June 2013: approximately 0.05).

## USE OF PROCEEDS FROM THE PLACING AND THE PUBLIC OFFER

The Company's shares were listed on the Main Board of The Stock Exchange of Hong Kong Limited ("Stock Exchange") with a total of 287,500,000 offer shares (including shares issued as a result of the exercise of the over-allotment option), and the net proceeds from the placing and the public offer of approximately HK\$1,043,000,000 (the "Net Proceeds") will mainly be utilized as follows:

1. Approximately HK\$711 million will be used for establishment of production facilities for new products of the Group;
2. Approximately HK\$129 million will be used for research and development efforts;
3. Approximately HK\$81 million will be used for network development and sales support services;
4. Approximately HK\$18 million will be used for the Group's information system development; and
5. Approximately HK\$104 million will be used for general working capital.

Up to 30 June 2014, the Group has utilized the Net Proceeds as follows:

1. Approximately HK\$646 million were used for establishment of production facilities for new products of the Group;
2. Approximately HK\$86 million were used for research and development efforts;
3. Approximately HK\$39 million were used for network development and sales support services; and
4. Approximately HK\$2 million were used for the Group's information system development.

The remaining balance of the Net Proceeds has been placed in the short-term deposits with financial institutions.

## SHARE CAPITAL

Details of changes in the Company's share capital during the Year were set out in note 25 to the financial statements.

## SIGNIFICANT INVESTMENTS

The Group had no significant investment held during the Year.

## ACQUISITION AND DISPOSAL OF SUBSIDIARIES AND ASSOCIATED COMPANIES

There was no material acquisition or disposal of subsidiaries or associated companies by the Group during the Year.

## EMPLOYEES AND SHARE OPTION SCHEME

As at 30 June 2014, the Group employed a total of 1,110 employees (30 June 2013: 1,067). It is the Group's policy to review its employees' pay levels and performance bonus system regularly to ensure the competitiveness of the Group's remuneration policy within the relevant industry. During the Year, the employment cost (excluding Directors' emoluments) amounted to approximately RMB47,663,000 (2013: approximately RMB53,553,000).

In order to provide incentives to the staff, Directors and consultants of the Group, share options would be granted to staff, Directors and consultants under the Company's share option scheme (the "Scheme") adopted on 28 October 2009. As at 30 June 2014, 39,000,000 share options were outstanding under the Scheme. No option has been granted, exercised, cancelled or lapsed during the Year. Details of share options are set out in note 24 to the financial statements.

## CHARGE ON ASSETS

As at 30 June 2014, the Group did not have any charges on its assets.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND EXPECTED SOURCES OF FUNDING

Apart from the expansion of manufacturing facilities as described in page 6 of this annual report, the Group had no future plans for material investments or capital assets as at 30 June 2014.

The Group will continue to monitor the industry closely and review its business expansion plans regularly, so as to take necessary measures in the Group's best interests.

## EXPOSURE TO FLUCTUATIONS IN EXCHANGE RATES

The Group has foreign currency risk as certain financial assets and liabilities are denominated in foreign currencies primarily in United States dollars and Hong Kong dollars. The Group does not expect any appreciation or depreciation of the Renminbi Yuan against foreign currency which might materially affects the Group's result of operations. The Group did not use any financial instruments to hedge its exposure to currency risk during the Year and will continue to closely monitor such risk exposures from time to time.



## MANAGEMENT DISCUSSION AND ANALYSIS

### **CAPITAL COMMITMENT**

As at 30 June 2014, the Group had capital expenditure contracted for but not provided in the financial statements and capital expenditure authorized but not contracted for capital commitments in the financial statements amounted to approximately RMB1,413,000 (30 June 2013: approximately RMB19,826,000) and approximately RMB57,958,000 (30 June 2013: approximately RMB117,651,000) respectively.

### **CONTINGENT LIABILITIES**

As at 30 June 2014, the Group did not have any material contingent liabilities.

# BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

## DIRECTORS

### Executive Directors

Mr. Wong Fun Chung (黃訓松), aged 61, is the chairman of the Board, the chief executive officer of the Company and founder of the Group. He is also a director of Wide Plus High Precision Automation Limited (“Wide Plus”), a direct wholly-owned subsidiary of the Company and the President of Fujian Wide Plus Precision Instruments Co., Ltd., (“Fujian Wide Plus”) an indirect wholly-owned subsidiary of the Company. He was appointed as an executive Director of the Company on 29 November 2007 and has served the Group for over 23 years. Mr. Wong graduated from Tianjin University (天津大學) in 1978 specialising in high precision timing instruments (計時儀器專業) and has for over two decades gained experience in the production of horological instruments. During his career in the horological industry, Mr. Wong was recognised as one of the top one hundred youth factory managers in China, which was awarded jointly by China Youth Magazine (中國青年雜誌社), China Enterprise Management Association (中國企業管理協會), Central Propaganda Department of the Chinese Communist Youth League (中國共產主義青年團中央宣傳部) and China Central Television Station (中央電視臺). In 1987, Mr. Wong was the factory manager of the Fuzhou Watch Factory (福州手錶廠), a state-owned enterprise. In 1989, Mr. Wong was approved as an engineer by the Fujian Provincial Bureau of Personnel (福建省人事局). In 1990, one of the quartz clock movement products developed by Mr. Wong was awarded third prize in the technological advancement award by the National Science and Technology Advancement Award Adjudication Committee (國家科學技術進步評審委員會). Mr. Wong is responsible for the formulation of the Group’s corporate strategy, overseeing its production operations and the overall steering of the Group’s strategic development.

Mr. Zou Chong (鄒崇), aged 44, was appointed as an executive Director of the Company on 2 July 2008 and is the deputy general manager of the Group. Mr. Zou graduated from the Sichuan University (四川大學) in 1991 specialising in computer application (計算機應用專業). Mr. Zou has served the Group for over 23 years and participated in the development of the “WP-series Multi-channel Embedded-type Colored Paperless Recorder” (WP-系列多通道嵌入式彩色顯示無紙記錄儀), which, together with Mr. Tang Chong Sen, a member of the Company’s senior management, was awarded the “Grade Three of Fuzhou Science and Technology Advancement Award (福州市科學技術進步三等獎)” by Fuzhou Municipal Government in 2006. Mr. Zou is responsible for the technical service centre, system integration, purchasing and sales and marketing of the Group.

Mr. Su Fang Zhong (蘇方中), aged 64, was appointed as an executive Director of the Company on 2 July 2008 and is the deputy general manager of the Group. He graduated from Fujian Broadcasting Television University (福建廣播電視大學) in 1990 specializing in financial accounting (財務會計). In 1991, Mr. Su successfully completed quality management (計量管理) training provided by the State Bureau of Technical Supervision (國家技術監督局). Mr. Su has served the Group for 22 years. In 2003, he was appointed as a deputy general manager of Fujian Wide Plus, and was approved as an electrical engineer (intermediate level) (中級電子工程師) by the Intermediate and Primary Level Adjudication Committee of the Fuzhou City Rural Enterprise Engineering Department (福州市鄉鎮企業工程系列 中、初級評委會). Mr. Su was recognized by the Fuzhou Bureau of Light Industry (福州市輕工業局) as an outstanding performer in the technological development of light industry system (輕工系統技術開發優秀工作者) in 1989 and also as a pioneer worker in production management (生產管理先進工作者) in 1991. Mr. Su is responsible for the warehouse management, production workshops and quality control of the Group.

Mr. Cheung Chuen (張全), aged 40, was appointed as an executive Director of the Company since 2 April 2008. He is also the company secretary of the Company and Wide Plus. Mr. Cheung graduated from the Hong Kong Shue Yan College (presently Hong Kong Shue Yan University) in 1999 majoring in accounting and obtained a master degree in professional accounting from the Hong Kong Polytechnic University in 2004. He is a member of the American Institute of Certified Public Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. Mr. Cheung has for over a decade gained experience in accounting and auditing. He is currently an independent non-executive director of Anxin-China Holdings Limited and Kingwell Group Limited, both of which are companies listed on the Main Board of the Stock Exchange. Mr. Cheung is responsible for the management reporting and planning of the Group, and is in charge of all the Group’s financial and statutory reporting.

## BIOGRAPHICAL INFORMATION OF DIRECTORS AND SENIOR MANAGEMENT

### Independent Non-executive Directors

Dr. Hu Guo Qing (胡國清博士), aged 50, was appointed as an independent non-executive Director of the Company on 2 April 2008. Dr. Hu graduated from the Department of Aviation Automation Control (航空自動控制系) of the Northwestern Polytechnical University (西北工業大學) in 1987 and acquired his doctorate degree from the Department of Hydraulic Engineering (水利工程系) of the Chengdu University of Science and Technology (成都科技大學) in 1993. Since 1993, Dr. Hu has been involved in scientific research and academic teaching in areas such as MEMS technology, sensor technology, industrial automation, mechanical control engineering and automation control. Dr. Hu is currently a Professor at the College of Industrial Equipment and Control Engineering of the South China University of Technology (華南理工大學).

Ms. Ji Qin Zhi (吉勤之), aged 73, was appointed as an independent non-executive Director of the Company on 2 April 2008. Ms. Ji graduated from the Department of Precision Instruments Engineering (精密儀器工程系) of Tianjin University (天津大學) in 1964 and acquired the qualification of Senior Engineer in 1988. She was appointed as an independent non-executive director of Shenzhen Fiyta Holdings Limited, a company listed on Shenzhen Stock Exchange, in 2006 and 2009. She is currently the vice president of the Horology Association of the People's Republic of China.

Mr. Chan Yuk Hiu, Taylor (陳玉曉), aged 36, was appointed as an independent non-executive Director of the Company on 2 April 2008. Mr. Chan holds an Honours Diploma in Accounting from Hong Kong Shue Yan College (presently Hong Kong Shue Yan University), and a Master Degree in Accounting from The Hong Kong Polytechnic University. He is an associate member of The Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants. Since graduation he has acquired various accounting, auditing and company secretarial work experience both from certified public accountants firms and listed companies. Mr. Chan is currently the company secretary of Grand Peace Group Holdings Limited (formerly known as FAVA International Holdings Limited) a company listed on the Growth Enterprise Market of the Stock Exchange. Mr. Chan has for over a decade gained experience in professional accounting and auditing practice.

### SENIOR MANAGEMENT

Mr. Tang Chong Sen (唐崇森), aged 74, graduated from the Mechanical Engineering Department (電機系) of the Harbin Institute of Technology (哈爾濱工業大學) in 1964 specialising in electrical measurement technology (電氣測量技術專業). In 1992, he was an associate professor of the Electrical Engineering Department of Fuzhou University specializing in industrial electrical automation system (工業電氣自動化). He has served the Group for 19 years. Mr. Tang had been the researcher of various provincial new product development projects. In 2002, the WP-series Intelligent Flow Controller for Natural Gas (WP-系列天然氣智能流量控制儀) co-developed by Mr. Tang also received the "Grade Three of Fujian Science and Technology Advancement Award (福建省科學技術獎三等獎)" by Fujian Provincial Government of the PRC. In 2006, the "WP-series Multi-channel Embedded-type Colored Paperless Recorder" (WP-系列多通道嵌入式彩色顯示無紙記錄儀) which was co-developed by Mr. Tang and Mr. Zou Chong was awarded "Grade Three of Fuzhou Science and Technology Advancement Award (福州市科學技術進步三等獎)" by Fuzhou Municipal Government. Mr. Tang is the chief electrical engineer of the Group and is responsible for overseeing the design and processing of electrical products and electronic software research and development of the Group.

Mr. Gao Wen Jiang (高文江), aged 72, graduated from the Agricultural Machinery Department (農業機械系) of the Fujian Institute of Agriculture (福建農學院) specialising in agricultural mechanisation (農業機械化專業) in 1964. In 1990, Mr. Gao was the deputy technical factory manager of Nanchang Watch Factory (南昌手錶廠). From 1993 to 2004, he was the deputy general manager of Guang Yu Electronic Industrial Co., Ltd. (廣宇電子實業有限公司). Mr. Gao joined Fujian Wide Plus as a chief mechanical engineer in 2004 and has been holding the same position since then. He is responsible for overseeing the crafts processing and high precision mechanical research and development of the Group.



# CORPORATE GOVERNANCE REPORT

The Group is committed to upholding statutory and regulatory corporate governance standards and adhering to the principles of corporate governance emphasising accountability, transparency, independence, fairness and responsibility.

The Company has complied with most of the code provisions stipulated in the Corporate Governance Code (the “Code”) as set out in Appendix 14 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) during the Year, except for the deviation from the Code Provision A.2.1 of the Code as described in the section headed “B.7. Chairman and Chief Executive Officer” below.

## A. SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix 10 to the Listing Rules (the “Model Code”) as the required standard for securities transactions by Directors.

Having made specific enquiries of all Directors, all Directors confirmed to the Company that they have complied with the Model Code during the Year.

## B. BOARD OF DIRECTORS

### 1. Composition of the Board of Directors

As at 30 June 2014, the Board consisted of four executive Directors, namely Mr. Wong Fun Chung, Mr. Zou Chong, Mr. Su Fang Zhong, and Mr. Cheung Chuen, and three independent non-executive Directors, namely Dr. Hu Guo Qing, Ms. Ji Qin Zhi and Mr. Chan Yuk Hiu, Taylor. Each of the Directors’ respective biographical details is set out in the section headed “Biographical Information of Directors and Senior Management” in this annual report.

The composition of the Board is well balanced with each Director having sound knowledge, experience and/or expertise relevant to the business of the Group. To the best knowledge of the Company, save as disclosed in the section headed “Biographical Information of Directors and Senior Management” in this annual report, there is no financial, business, family or other material/relevant relationship between members of the Board (including the Chairman and the Chief Executive Officer).

### 2. Functions of the Board of Directors

The Board is responsible for the oversight of the Company’s business and affairs with the objective of enhancing shareholder value. The Board also makes decisions on matters, such as, approving the annual results and interim results of the Group, notifiable and connected transactions of the Company, appointment and re-appointment of Directors, dividend and adopting accounting policies, etc. Details of the experience and qualifications of Directors are set out in the section headed “Biographical Information of Directors and Senior Management” in this annual report.

The Board delegates the authority and responsibility for implementing daily operations, business strategies and management of the Group’s businesses to the executive Directors and senior management. When the Board delegates different aspects of its management and administrative functions to the senior management, it has given clear directions in relation to the scope of powers of the senior management, in particular, with respect to the circumstances, regular report of progress from the senior management and prior approval will be obtained from the Board before making decisions or entering into any commitments on behalf of the Company.

### 3. Corporate Governance Functions

The Board is also responsible for performing the corporate governance duties, which include (i) developing and reviewing policies and practices on corporate governance; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct applicable to employees and Directors; and (v) reviewing the Company's compliance with the Code and disclosure in the Corporate Governance Report. For the year ended 30 June 2014, the Board has reviewed the Company's corporate governance practices and was of the view that such practices were effective.

### 4. Board Meetings and Board Practices

For the year ended 30 June 2014, the Board conducted six meetings and the Board will meet on other occasions when a board-level decision on a particular matter is required. The attendance records of those meetings held are set out below:

| Members  | No. of attendance |
|--|-------------------|
| <b>Executive Directors</b>   |                   |
| Mr. Wong Fun Chung ( <i>Chairman and Chief Executive Officer</i> ) | 6/6               |
| Mr. Zou Chong  | 6/6               |
| Mr. Su Fang Zhong  | 6/6               |
| Mr. Cheung Chuen   | 6/6               |
| <b>Independent Non-executive Directors</b>                         |                   |
| Dr. Hu Guo Qing  | 6/6               |
| Ms. Ji Qin Zhi   | 6/6               |
| Mr. Chan Yuk Hiu, Taylor   | 6/6               |

None of the Board meetings held in the year ended 30 June 2014 were attended by the alternate, if any, of the Directors.

The Directors will receive details of agenda and minutes of relevant committee meetings in advance of each Board meeting. The company secretary will distribute relevant documents to Directors in a timely manner to enable the Directors to make informed decisions on matters discussed in the Board meetings. The company secretary will ensure the procedures of the Board meetings are observed and provide to the Board opinions on matters in relation to the compliance with the procedures of the Board meetings. Minutes of the Board meetings are kept by the company secretary.

Pursuant to Code Provision A.6.7, independent non-executive Directors should attend general meetings of the Company and develop a balanced understanding of the views of shareholders.



During the year ended 30 June 2014, the Company held one general meeting, being an annual general meeting, on 22 November 2013. The attendance records of members of the Board of the general meeting held are set out below:

| Members  | No. of attendance |
|--|-------------------|
| <b>Executive Directors</b>   |                   |
| Mr. Wong Fun Chung ( <i>Chairman and Chief Executive Officer</i> ) | 1/1               |
| Mr. Zou Chong  | 1/1               |
| Mr. Su Fang Zhong  | 1/1               |
| Mr. Cheung Chuen   | 1/1               |
| <b>Independent Non-executive Directors</b>                         |                   |
| Dr. Hu Guo Qing  | 1/1               |
| Ms. Ji Qin Zhi   | 1/1               |
| Mr. Chan Yuk Hiu, Taylor   | 1/1               |

## 5. Independent Non-executive Directors

In compliance with Rules 3.10(1) and 3.10A of the Listing Rules, there are three independent non-executive Directors representing more than one-third of the Board. Among the three independent non-executive Directors, one of them has appropriate professional qualifications in accounting and relevant financial management expertise as required by Rule 3.10(2) of the Listing Rules.

The independent non-executive Directors bring independent judgment on issues of strategy, performance and risk. The Company has received from each of the independent non-executive Directors written confirmations of their independence pursuant to Rule 3.13 of the Listing Rules. Based on the said confirmations, the Board considers that all the independent non-executive Directors are independent.

## 6. Directors' Training

Newly appointed Directors receive comprehensive, formal and tailored induction on their appointments, so as to ensure that they have appropriate understanding of the business and operations of the Group and that they are fully aware of their responsibilities and obligations under the Listing Rules and the relevant regulatory requirements. There are also arrangements in place for providing continuing briefing and professional development to Directors at the Company's expenses whenever necessary.

Pursuant to Code Provision A.6.5, Directors should participate in continuous professional development to develop and refresh their knowledge and skills. This is to ensure that their contribution to the Board remains informed and relevant. During the Year, all Directors have participated in appropriate continuous professional development activities by ways of attending training session on regulatory updates, reading materials or conducting academic research relevant to the Company's business or to the Directors' duties and responsibilities.

## 7. Chairman and Chief Executive Officer

Code Provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. Wong Fun Chung is the Chairman and the Chief Executive Officer of the Company. Such deviation from Code Provision A.2.1 is deemed appropriate as it is considered to be more efficient to have one single person as the Chairman of the Company as well as to discharge the executive functions of a

chief executive officer, and this provides the Group with strong and consistent leadership in the development and execution of long term business strategies. The Board of Directors believes that the balance of power and authority is adequately ensured by the operations of the Board which comprises highly experienced individuals. There are three independent non-executive Directors in the Board. All of them possess adequate independence and therefore the Board considers the Company has achieved balance and provided sufficient protection of its interests.

### 8. Appointment, Re-election and Removal of Directors

Mr. Wong Fun Chung has entered into a service contract with the Company for an initial term of 3 years commencing from 29 November 2007 with automatic renewal and subject to termination in accordance with the provisions of the service contract or by either party giving the other not less than 3 months' prior written notice.

Mr. Cheung Chuen has entered into a service contract with the Company for an initial term of 3 years commencing from 2 April 2008 with automatic renewal and subject to termination in accordance with the provisions of the service contract or by either party giving the other not less than 3 months' prior written notice.

Mr. Zou Chong and Mr. Su Fang Zhong have entered into a service contract with the Company for an initial term of 3 years both commencing from 2 July 2008 with automatic renewal and subject to termination in accordance with the provisions of the service contracts or by either party giving the other not less than 3 months' prior written notice.

Each of independent non-executive Directors has entered into a formal appointment letter with the Company for a term of one year commencing from 2 April 2008 with automatic renewal, subject to termination by either party giving the other not less than 3 months' prior written notice.

In accordance with the articles of association of the Company, all Directors (including executive Directors and independent non-executive Directors) are subject to retirement by rotation at least once every three years.

### 9. Board Diversity Policy

Pursuant to a resolution passed on 30 August 2013 by the Board, a board diversity policy (the "Policy") was adopted for the Company with effect from 1 September 2013. The Policy applies to the Board and aims to set out the approach to achieve diversity for the Board.

The Company aims at promoting and practising equality of opportunity amongst all of its Directors, including both executive and non-executive roles and adopts the Policy with the objective to recognise the benefits and importance of diversity at the Board, the key decision making body in the Company, to enhance the quality of its performance. "Board Diversity" shall be achieved through consideration of a number of factors and measureable objectives, including, but not limited to gender, age, cultural background, educational background, and professional experience, skills and knowledge.

The nomination committee of the Company (the "Nomination Committee") reviews and assesses the composition of the Board and makes recommendations to the Board on appointment of new directors of the Company. In carrying out these responsibilities, the Nomination Committee will give adequate consideration to the Policy. In reviewing and assessing the composition of the Board, the Nomination Committee will consider the benefits of all aspects of diversity in order to maintain an appropriate range and balance of talents, skills, experience and background on the Board.

Appointments shall be based on merit, and candidates will be measured against objective criteria, with due regard for the benefits of diversity on the Board.

The Nomination Committee will discuss and agree annually all measurable objectives for achieving diversity on the Board and recommend them to the Board for adoption. At any given time, the Board may seek to improve one or more aspects of its diversity and measure progress accordingly.

## C. BOARD COMMITTEES

### 1. Remuneration Committee

The Group established its remuneration committee (the "Remuneration Committee") since 2008 with written terms of reference in compliance with the Code. The primary duties of the Remuneration Committee are, inter alia, to make recommendations to the Board on the remuneration packages of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration. The Remuneration Committee comprises all three independent non-executive Directors, namely, Dr. Hu Guo Qing, Ms. Ji Qin Zhi and Mr. Chan Yuk Hiu, Taylor. Mr. Chan Yuk Hiu, Taylor is the Chairman of the Remuneration Committee.

The written terms of reference of the Remuneration Committee is available on the websites of the Company and the Stock Exchange.

For the year ended 30 June 2014, two meetings were held to review the remuneration package of the Board and senior management of the Company. The attendance records of the Remuneration Committee meetings held are set out below:

| Members                  | No. of attendance |
|--------------------------|-------------------|
| Dr. Hu Guo Qing          | 2/2               |
| Ms. Ji Qin Zhi           | 2/2               |
| Mr. Chan Yuk Hiu, Taylor | 2/2               |

None of the Remuneration Committee meetings held in the year ended 30 June 2014 were attended by the alternate, if any, of the Directors.

The remuneration of Directors is determined by the Board, upon recommendation of the Remuneration Committee with reference to the Directors' qualifications, experience, duties, responsibilities and performance and results of the Group.

### 2. Audit Committee

The Group established its audit committee (the "Audit Committee") since 2008 with written terms of reference in compliance with the Code. The primary duties of the Audit Committee are, inter alia, to assist the Board in providing an independent view of the effectiveness of the Group's financial reporting system, internal control and risk management system, to review and monitor the audit process, to review the Company's financial information, and to perform other duties and responsibilities as assigned by the Board. The Audit Committee currently comprises three independent non-executive Directors, namely, Dr. Hu Guo Qing, Ms. Ji Qin Zhi and Mr. Chan Yuk Hiu, Taylor (Chairman). The Audit Committee has reviewed the annual results of the Group for the year ended 30 June 2014.

The written terms of reference of the Audit Committee is available on the websites of the Company and the Stock Exchange.

For the year ended 30 June 2014, the Audit Committee performed the following tasks:

- (i) review of the auditors' report for the audit of final results of the Group for the year ended 30 June 2014;
- (ii) review of the draft consolidated financial statements of the Group for the year ended 30 June 2014 with a recommendation to the Board for approval;
- (iii) review of the draft results announcement and annual report of the Group for the year ended 30 June 2014 with a recommendation to the Board for publication and approval;
- (iv) review of draft unaudited consolidated financial statements, the draft results announcement and the interim report of the Group for the six months ended 31 December 2013 with a recommendation to the Board for publication and approval;
- (v) review of the internal control, financial control and risk management systems and report of the Audit Committee's opinion to the Board;
- (vi) review of the audit fees payable to the external auditors for the year ended 30 June 2014 with a recommendation to the Board for approval;
- (vii) review of the external auditors' independence, with a recommendation to the Board for the re-appointment of the current external auditors at the forthcoming annual general meeting and the Board endorsed the Audit Committee's recommendation on the re-appointment of the external auditors.

There were four meetings of the Audit Committee held for the year ended 30 June 2014.

The attendance records of the Audit Committee meetings held are set out below:

| Members                  | No. of attendance |
|--------------------------|-------------------|
| Dr. Hu Guo Qing          | 4/4               |
| Ms. Ji Qin Zhi           | 4/4               |
| Mr. Chan Yuk Hiu, Taylor | 4/4               |

None of the Audit Committee meetings held in the year ended 30 June 2014 were attended by the alternate, if any, of the Directors.

### 3. Nomination Committee

The Group established a nomination committee (the "Nomination Committee") since 2008 with written terms of reference in compliance with the Code. The primary duties of the Nomination Committee are, inter alia, to review the structure, size, composition and diversity of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy, to make recommendations to the Board on appointment or re-appointment of Directors and succession planning for the Directors, and to review the board diversity policy of the Company as appropriate. The Nomination Committee comprises three independent non-executive Directors, namely, Dr. Hu Guo Qing, Ms. Ji Qin Zhi and Mr. Chan Yuk Hiu, Taylor. Mr. Chan Yuk Hiu, Taylor is the Chairman of the Nomination Committee.

The written terms of reference of the Nomination Committee (as revised with effect from 1 September 2013) is available on the websites of the Company and the Stock Exchange.

There has been no change in the composition of the Board and of the three committees. For the year ended 30 June 2014, the Nomination Committee has held three meetings to (i) review the structure, size, composition and diversity of the Board; (ii) assess the independence of independent non-executive directors; (iii) make recommendations to the Board on the re-appointment of Directors; (iv) consider and approve the board diversity policy for adoption by the Board; and (v) review the nomination policy and the board diversity policy of the Company. The attendance records of the Nomination Committee meetings held are set out below:

| Members                  | No. of attendance |
|--------------------------|-------------------|
| Dr. Hu Guo Qing          | 3/3               |
| Ms. Ji Qin Zhi           | 3/3               |
| Mr. Chan Yuk Hiu, Taylor | 3/3               |

None of the Nomination Committee meetings held in the year ended 30 June 2014 were attended by the alternate, if any, of the Directors.

## D. ACCOUNTABILITY AND AUDIT

### 1. Directors' Responsibility for the Consolidated Financial Statements

The Board acknowledges that it holds responsibility for:

- (i) Overseeing the preparation of the financial statements of the group with a view to ensuring such financial statements give a true and fair view of the state of affairs of the Group; and
- (ii) Selecting suitable accounting policies and applying the selected accounting policies consistently with the support of reasonable and prudent judgment and estimates.

The Directors acknowledge their responsibility for preparing the consolidated financial statements of the Group. Having made appropriate enquiries, the Board is not aware of any material uncertainties relating to events or conditions which may cast significant doubt over the Group's ability to continue as a going concern. Accordingly, the Board will continue to prepare the consolidated financial statements on a going concern basis.

### 2. Internal Controls

The Board places great importance on internal controls and is responsible for establishing and maintaining adequate internal controls over financial reporting for the Company and assessing the overall effectiveness of those internal controls.

The Board had conducted review of the effectiveness of the system of internal control of the Group covering all material controls, including financial, operational, compliance control and risk management functions. The Group's internal control system, including a defined management structure with limits of authority, is designed to help achieving business objectives, safeguard assets against unauthorized use or disposition, ensure the maintenance of proper accounting records for the provision of reliable financial information for internal use or for publication, and ensure compliance with relevant legislation and regulations related to the business of the Group. The system is designed to provide reasonable, but not absolute, assurance against material misstatement or loss and to manage rather than eliminate risks of failure in operation systems and achievement of the Group's objectives. The Audit Committee was satisfied that the internal control system has functioned effectively. During the Year, no irregularity or material weakness was noted within any function or process and the Board considers that the internal control system is effective and adequate for the Group as a whole.

### 3. Auditors' Remuneration

During the year ended 30 June 2014, the remuneration paid/payable to the Company's auditors, Pan-China (H.K.) CPA Limited, is set out as follows:

| Nature of Services | Fee paid/payable<br>RMB'000 |
|--------------------|-----------------------------|
| Audit services     | 1,700                       |
| Non-audit services | —                           |
| <b>Total:</b>      | <b>1,700</b>                |

## E. SHAREHOLDERS' RIGHTS

### 1. Right to Convene Extraordinary General Meeting ("EGM")

Any one or more Shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Secretary of the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

The notice period to be given to all the registered Shareholders for consideration of the proposal raised by the Shareholder(s) concerned at the extraordinary general meeting varies according to the nature of the proposal as follows:

- at least twenty-one (21) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes a special resolution of the Company; and
- at least fourteen (14) clear days' and not less than ten (10) clear business days' notice in writing if the proposal constitutes an ordinary resolution of the Company.

### 2. Right to Put Enquiries to the Board

Shareholders have the right to put enquiries to the Board. All enquiries shall be in writing and sent by post to the Headquarters of the Company in Hong Kong or by e-mail to [info@chpag.com](mailto:info@chpag.com) for the attention of the IR Department or Company Secretary.

### 3. Right to Put Forward Proposals at General Meetings

There is no provision allowing shareholders to put forward proposals at general meeting under the Memorandum and Articles of Association of the Company or the Companies Law of the Cayman Islands. If shareholders wish to do so, they may request to convene an EGM as stipulated in E.1. above and specify the proposals in such written requisition.

### F. INVESTOR AND SHAREHOLDERS RELATIONS

The Company continues to pursue a proactive policy in promoting investor relations and communications with the shareholders of the Company. The Board also recognised that effective communication with investors is the key to establish investor confidence and to attract new investors.

The Company communicates with its shareholders and investors through various channels including publication of interim and annual reports, press announcements and information on the website of the Stock Exchange and the Company's website at [www.chpag.net](http://www.chpag.net).

The Company encourages its shareholders to attend the forthcoming annual general meeting as an important opportunity for constructive communication with the Board. The Chairman as well as the chairmen of the Audit, Remuneration and Nomination Committees, or in their absence, members of the relevant committees are available to answer any questions raised by the shareholders.

The Group regularly releases corporate information, such as awards received, and the latest news of the Group's developments on the Company's website. The public are welcome to give their comments and make their enquiries through the Company's website and the management will give their prompt response thereto.

A copy of the memorandum and articles of association of the Company has been published on the websites of the Company and the Stock Exchange. There has been no change in the Company's constitutional documents during the year ended 30 June 2014.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group is one of the market leaders in the high precision industrial automation instrument and technology products industry in China operating under the Wide Plus brand. Fujian Wide Plus has been first awarded ISO 9001 — Quality Management, ISO 14001 — Environmental Management and OHSAS 18001 — Occupational Health and Safety Management certifications since 2004, 2010 and 2010 respectively. In Dec 2013, Fujian Wide Plus was again awarded ISO 9001: 2008, ISO 14001: 2004 and OHSAS 18001: 2007 certifications by the China Quality Certification Centre, which are valid for 2 years until Jan 2016. Fujian Wide Plus has established a set of Quality, Environmental and Occupational Health and Safety Comprehensive Management Handbook and 20 sets of Quality, Environmental and Occupational Health and Safety Procedural Document, which cover many different aspects including but not limited to workplace practices, environmental protection, operating practices etc., of which, the following are the most relevant and important to our business:

## WORKPLACE PRACTICES

### Working Conditions

The Group established and implemented “Human Resources Work Handbook”, which contains our policies relating to human resources, covering areas such as compensation and dismissal, recruitment and promotion, working hours, rest periods, diversity and other benefits and welfare. Basically, every rule in the handbook is set in accordance with all relevant laws and regulations including but not limited to “The Labour Law” and “The Labour Contract Law” in the PRC. The Group strictly complied with the above said relevant standards, rules and regulations throughout the Year.

Total workforce in our factories in the PRC by employment type, age group and geographical region is set out below:

| As at 30 June 2014        |                 |              |            |            |            |            |              |       |   |                 |                         |       |
|---------------------------|-----------------|--------------|------------|------------|------------|------------|--------------|-------|---|-----------------|-------------------------|-------|
| Total number of employees | Employment type | By age group |            |            |            |            |              | Total | By geographical region of employees' hometown |                 |                         |       |
|                           |                 | Aged 16-18   | Aged 19-25 | Aged 26-35 | Aged 36-45 | Aged 46-59 | Aged over 60 |       | Fuzhou City                                   | Fujian Province | Outside Fujian Province | Total |
| 1,102                     | Permanent       | 69           | 358        | 442        | 165        | 52         | 16           | 1,102 | 243   | 351             | 508                     | 1,102 |

Employee turnover rate of employees in our factories in the PRC by age group and geographical region:

| For the year ended 30 June 2014 |              |            |            |            |            |              |        |   |                 |                         |        |  |
|---------------------------------|--------------|------------|------------|------------|------------|--------------|--------|---|-----------------|-------------------------|--------|--|
| Type                            | By age group |            |            |            |            |              | Total  | By geographical region of employees' hometown |                 |                         |        |  |
|                                 | Aged 16-18   | Aged 19-25 | Aged 26-35 | Aged 36-45 | Aged 46-59 | Aged over 60 |        | Fuzhou City                                   | Fujian Province | Outside Fujian Province | Total  |  |
| Number of employees resigned    | 56           | 313        | 190        | 33         | 5          | 2            | 599    | 84  | 120             | 395                     | 599    |  |
| Turnover rate                   | 3.29%        | 18.40%     | 11.17%     | 1.94%      | 0.29%      | 0.12%        | 35.21% | 4.94%   | 7.05%           | 23.22%                  | 35.21% |  |

## Health and Safety

It is the Group's policy to carry out production in accordance with the principle of “Safety First, Prevention Crucial”, and supervisors at each level in the Group must adhere to the principle of “Production Management Must Encompass Management of Safety”, production must take into account the needs for safety, in order to achieve safe and civilized production. Fujian Wide Plus has established a Procedural Document for Safety Production Responsibility System, which lists out a series of occupational health and safety measures that have to be adopted such as providing a safe working environment and protecting employees from occupational hazards by provision of staff trainings, handling procedures of hazardous and explosive goods, proper operation of equipments etc. The Group implemented the above said relevant procedures, rules and regulations and no incident of work injury occurred throughout the Year. The implementation thereof is monitored by a designated committee by the senior management with both regular inspections and spot checks.



## Development and Training

At the beginning of each calendar year, the Group draws up educational training plans in accordance with the Group's training needs. Each department is responsible for determining its training needs for staff in its department and designing a unique training plan, which shall be submitted to the senior management of the Group for approval. The Group ensures that members of staff who are under the comprehensive management system can fulfill the relevant requirements in terms of education, training, technical and work experience.

Training activities provided to staff include:

- New employees orientation;
- Technical training for existing employees or internally transferred employees;
- Professional skill enhancement training;
- Enrolment in externally organized classes in relation to legal and other professional knowledge, management knowledge and important position professional training and academic researches
- Regular voluntary firemen training;
- Invitation of well-known managers, expert scholars and advisory bodies to host training seminars; and
- Expat training

The average hours of training completed per employee in our factories in the PRC by employee category for the Year is set out below:

| Type of employees                | For the year ended 30 June 2014 |                         |                      |                         |                  |           |            |        |        |
|----------------------------------|---------------------------------|-------------------------|----------------------|-------------------------|------------------|-----------|------------|--------|--------|
|                                  | Top-level management            | Middle-level management | Low-level management | Professional technician | Management staff | Marketing | Production | Others | Total  |
| Number of employees              | 19                              | 34                      | 46                   | 235                     | 39               | 48        | 653        | 28     | 1,102  |
| Average training hours completed | 80                              | 80                      | 60                   | 80                      | 60               | 120       | 60         | 50     | 66.4   |
| Percentage of employees trained  | 100%                            | 100%                    | 95%                  | 100%                    | 95%              | 100%      | 95%        | 85.70% | 95.94% |

## Labour Standards

Employment of staff by the Group must comply with the rules under the relevant national and local Labour Law. Preventing child or forced labour is one of these rules. The Group strictly complied with the above said principle, relevant rules and regulations throughout the Year. From time to time the Group reviews our overall employment practices to avoid child or forced labour and other potential irregularities. Members of staff is required to fill in a "Staff Record Resume" upon joining the Group. Should the staff provide false identity or false personal particulars, the said staff would be considered to have committed serious breach of the Group's rules and regulations, his/her employment would be terminated immediately.

## ENVIRONMENTAL PROTECTION

### Emissions

Fujian Wide Plus has established a “Management Policies of Three Kinds of Wastes”, which states clearly the procedures of emissions of solid, air and water wastes in accordance with the applicable national requirements. Fujian Wide Plus has obtained “Pollutant Emissions Licence”. In order to maintain a green production environment, it is our obligation to monitor the waste emissions and to appoint metrological accredited environmental assessment department to provide inspection on a regular basis. In November 2013, we appointed an independent accredited environmental assessment organisation to carry out an annual emissions inspection. All the results of the inspection met the required relevant national standards, i.e. “Integrated Wastewater Discharge Standard” — GB8978-1996, “Integrated Emission Standard of Air Pollutants” GB16297-1996 and “Occupational Exposure Limits for Hazardous Agents in the Workplace” — GBZ2.1-2007. There was no production of the following hazardous waste as reflected from the said inspection: NOX, SOX, carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. The Group strictly complied with the above said relevant standards, rules and regulations throughout the Year and will continue to do so.

### Use of Resources

“Energy Saving and Consumption Reduction Management System” has been established by the Group to control the use of energy and resources in the production, business operation and management activities, and to improve the energy and resource utilization to achieve economic benefits, and to prevent pollution. This policy is applicable for the Group’s management on resources such as water, electricity and energy usage.

“Operating control procedural document”, which is established pursuant to the above said “Energy Saving and Consumption Reduction Management System” covers areas of control of energy and resources including:

#### 1) *Water Resources Control*

- A. The Group educates each employee to save water, and to encourage the reuse of water in order to reduce water consumption, so as to reduce sewage from the source.
- B. The Group is committed to the guarantee of water supply installation and maintenance, and to ensuring that water supply is at its optimal working condition. When leakage is discovered, it will be repaired timely.

#### 2) *Electricity Control*

- A. The use of electricity in production must strictly comply with Electricity Law of the PRC to ensure normal production with adherence to the principles of power saving, safety first, high efficiency and low consumption.
- B. Lights and electronic appliances in living area or workplace must be turned off when not in use.
- C. Every member of staff and management must turn off the power for each department’s computers, photocopy machines, printers and facsimile machines when they are off duty or on leave.
- D. To ensure no unnecessary use of resources at production lines.

### 3) *Office Consumables Consumption Management*

- A. Other than formal documents materials that require the use of papers, each department is advised to handle documents electronically. When the use of paper is required, each paper must be printed double-sided. Single-sided printing is strictly prohibited (except for confidential documents).
- B. No printing and photocopying of materials unrelated to work.

Based on those energy use efficiency initiatives, use of resources could be effectively controlled and efficiently reduced.

## **The Environment and Natural Resources**

In order to comprehensively distinguish and evaluate the Group's production and service to control or influence the environmental factors, to identify those important factors, and to update the environment factors on a timely basis in compliance with the relevant laws, regulations and other requirements, so that the Group could effectively and efficiently adopt preventive and control measures, and to continuously improve the environmental performance, the "Environmental Factor Identification and Evaluation Control Procedures" has been established by the Group accordingly. The relevant employees of each department identify environmental factors through methods such as site inspection, site observation, cross reference to law and regulations. The scope of identification include production processing, testing and examination, working, daily living, procurement, transportation, warehousing and other ancillary activities, raw materials (including energy and resources) and repair of equipment, consuming activities. Three states, three tenses and six areas are considered when identifying environmental factors:

### **Three states:**

- a) Normal state — refers to stable, routine, planned activity state, such as the normal production state
- b) Abnormal state — refers to a predictive state, non-routine activity or incident, such as the equipment failure in the course of production pending repair
- c) Emergency state — refers to unforeseeable state, sudden accident or emergency failure of environmental protection, for example, fire, earthquake or explosion

### **Three tenses:**

- a) Past — the environmental problems left over from the past that would affect the current production activities
- b) Present — the environmental problems that are occurring persistently and will affect the future environment
- c) Future — the environmental problems that are not yet occurred, but may occur and affect the environment in future, for example, the application of new technology or usage of new materials

### **Six areas:**

- a) Water pollution, for instance, oily sewage from canteen, sewage emission containing hazardous chemical
- b) Emission to the atmosphere, for instance, noxious gas emission
- c) Noise pollution, noise from production processing, life and entertainment polluting the surrounding environment

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

- d) Various types of solid waste, including different kind of solid waste and garbage produced from production, daily living and office such as scrap, production garbage, household and office garbage
- e) Land pollution, for instance the pollution, accumulation and spreading of pollution towards land caused by various type of chemical products (including chemicals contained in raw materials) such as oil, heavy metal
- f) The use and consumption of raw materials, natural resources and energy
- g) Others, for instance, light, electromagnetic, color, quantity of heat that may affect the surrounding community

Based on the above initiatives, the operation's significant impact on the environment and natural resources could be effectively managed.

Water and electricity consumption:

|               | For the year ended 30 June 2014 |                            |
|---------------|---------------------------------|----------------------------|
|               | Water<br>(Ton '000s)            | Electricity<br>(kwh '000s) |
| Unit consumed | 192                             | 6,885                      |

### OPERATING PRACTICES

#### Supply Chain Management

For the year ended 30 June 2014, the Group sourced its raw materials and components from more than 100 suppliers who were Independent Third Parties and located in the PRC.

The Group's relationships with its suppliers are stable and the Group did not experience any major difficulty in obtaining adequate supplies of raw materials and components to meet its production requirements in the past. Since the raw materials and components sourced are common and can be easily purchased from the market, it is believed that even if any of our suppliers fail to meet the Group's demand, there are sufficient alternative suppliers to supply the principal raw materials and components to allow the Group to find suitable substitutes if necessary. The Group does not rely on any particular suppliers for the supply of raw material and components as it is able to purchase these materials and components from many other suppliers.

According to the "Information exchange control procedures" set up by the Group, our purchasing department should deliver the Group's policy, the Group's requirements on environment and occupational health safety, to contracting parties on a timely basis, to ensure their understanding towards the Group's requirements. Suppliers are chosen based on the supplier's continuous ability to guarantee satisfactory product quantity and quality, reasonable price, timely delivery and good services. When selecting suppliers, the Group requires potential suppliers to provide relevant quality certifications, arrange for site visits, request for samples of materials to be supplied to ensure that the materials meet the required specifications and interviews supplier's customers to evaluate potential supplier's ability to give quality assurance and its reputation. An annual assessment of each of our suppliers would be carried out by the purchasing department in order to ensure the suppliers fulfill all the aforesaid requirements.

## Product Responsibility

Maintaining high quality and standards are crucial to the Group's sustainable development. Reliability and quality of our products are crucial to the Group's success. Therefore, maintaining consistency in quality and precision of our products are the Group's major priorities.

### *Quality assurance*

The Group's products have undergone internal production control and quality assurance examination and rigorous testing, some of which have been affixed with the European Union CE Mark, Russia GOST-R Mark, Kazakhstan GOST-K Mark, and have met the necessary requirements for entering the respective markets of these countries. Such qualifications enhance customer confidence in the quality of the Group's products. The Group has also obtained the "Electromagnetic Compatibility" certificate from the Lloyd's Register. Our Group has obtained Certificate of Conformity from the China National Quality Supervision and Test Centre for Explosion Protected Electrical Products for many of the Group's electrical products that are exposed to explosion risks.

Details of recall procedures have been contained in our "Unqualified Products Control Procedures". Generally, when goods are delivered and quality abnormality (such as excessive chemicals in the product) is discovered, our Quality Control department would inform Sales department which will report to customers within 24 hours, and discuss with customers the handling methods of those products include recall arrangements if necessary.

For the year ended 30 June 2014, no product sold or shipped was subject to recalls for safety and health reasons.

### *After-sales services*

On top of the after-sales services provided by our distributors to the end-users, the Group has established a toll-free hotline service within the PRC for its end-users to raise enquiries and lodge complaints. To assist sales by its distributors, the Group will provide explanation and training for its end-users in relation to skills required for, and special features of and the mode of operation for its products.

### *Intellectual properties*

The Group's intellectual property rights are important to our business as all of our products are manufactured with advanced technologies, our experience, expertise and processes designed for professional industrial uses. Due to the increasing recognition of intellectual property rights in the PRC, the Group has actively protected its intellectual property rights by progressively applying for patent registration of all or its existing registrable product technology, which relates to the product design, production processes and techniques. The Group also continuously seeks new patents for products and technologies developed through its research, design and development activities.

## Anti-Corruption

In our staff handbook, one of the most important rules that we require all members of our staff to observe is that they must maintain honesty, refuse corruption, refuse to accept kickbacks, and they must not misappropriate the Group's funds and properties, must not abuse power for own interests, and that all gifts received must be handed to the Company. Our employees could whistle-blow in accordance with our "Staff compliant procedures" stated in staff handbook for the suspected bribery, extortion, fraud and money laundering issues. Once discovered, it will be reported to police for prosecution.

There was no any legal case regarding corrupt practices brought against the Group or its employees during the Year.



# REPORT OF THE DIRECTORS

The Directors have pleasure in submitting their annual report together with the audited consolidated financial statements of the Group for the year ended 30 June 2014.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities and other particulars of the subsidiaries of the Company are set out in note 16 to the financial statements.

The analysis of the principal activities and geographical locations of the operations of the Group during the Year are set out in note 11 to the financial statements.

## FINANCIAL STATEMENTS

The loss of the Group for the Year and the state of the Company's and the Group's affairs as at 30 June 2014 are set out in the financial statements on pages 37 to 95.

## DIVIDENDS

The Board does not recommend the payment of any final dividend for the year ended 30 June 2014 (2013: NIL).

## TRANSFER TO RESERVES

Loss for the year attributable to equity shareholders of the Group of approximately RMB19,505,000 (2013: profit for the year approximately RMB36,277,000) has been transferred to reserves. Other movements in reserves are set out in the consolidated statement of changes in equity on pages 42 to 43.

## DISTRIBUTABLE RESERVES

At 30 June 2014, the aggregate amount of reserves available for distribution to the equity shareholders of the Company are set out in note 25(d)(vii) to the financial statements.

## PROPERTY, PLANT AND EQUIPMENT

Details of movements in property, plant and equipment of the Group during the Year are set out in note 12 to the financial statements.

## COMMITMENTS

Particulars of the commitments of the Group as at 30 June 2014 are set out in note 27 to the financial statements.

## PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's articles of association, or the laws of the Cayman Islands, which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Year.

## MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Year.

## DIRECTORS

The Directors during the Year and up to the date of this annual report are:

### Executive Directors

Mr. Wong Fun Chung (*Chairman and Chief Executive Officer*)  
 Mr. Zou Chong  
 Mr. Su Fang Zhong  
 Mr. Cheung Chuen

### Independent Non-executive Directors

Dr. Hu Guo Qing  
 Ms. Ji Qin Zhi  
 Mr. Chan Yuk Hiu, Taylor

Brief biographical information of the Directors are set out in the section headed "Biographical Information of Directors and Senior Management" section on pages 11 to 12 of this annual report.

In accordance with article 84 of the Company's articles of association, Mr. Wong Fun Chung, Mr. Cheung Chuen and Ms. Ji Qin Zhi shall retire as Directors by rotation and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company.

## DIRECTORS' SERVICE AGREEMENTS

Each of the executive Directors listed below has entered into a service agreement with the Company for a term of three years, with automatic renewal subject to termination in accordance with the provisions thereof or by either party giving the other not less than three months' prior written notice.

Each of the independent non-executive Directors has entered into a formal appointment letter with the Company for a term of one year with automatic renewal, subject to termination by either party giving the other not less than three months' notice. The appointment dates of each of the Directors are as follows:

### Executive Directors

|                    |                  |
|--------------------|------------------|
| Mr. Wong Fun Chung | 29 November 2007 |
| Mr. Zou Chong      | 2 July 2008      |
| Mr. Su Fang Zhong  | 2 July 2008      |
| Mr. Cheung Chuen   | 2 April 2008     |

# REPORT OF THE DIRECTORS

## Independent Non-executive Directors

|                          |              |
|--------------------------|--------------|
| Dr. Hu Guo Qing          | 2 April 2008 |
| Ms. Ji Qin Zhi           | 2 April 2008 |
| Mr. Chan Yuk Hiu, Taylor | 2 April 2008 |

Save as disclosed above, none of the Directors has a service agreement with the Company or any of its subsidiaries, which is not determinable by the Group within one year without payment of compensation other than statutory compensation.

## DIRECTOR'S INTERESTS IN COMPETING BUSINESS

None of the Directors or the substantial shareholders of the Company, or any of their respective associates (as defined in the Listing Rules) had any material interest in a business that competes or may compete with the business of the Group.

## DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY ASSOCIATED CORPORATIONS

As at 30 June 2014, the interests and short positions of the Directors and chief executive of the Company in the shares and underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix 10 to the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") were as follows:

Long positions in the ordinary shares and underlying shares of the Company:

| Directors          | Number of ordinary shares and underlying shares held,<br>capacity and nature of interest |                                      |             | Approximate<br>percentage of<br>the issued share<br>capital of<br>the Company |
|--------------------|--|--------------------------------------|-------------|---|
|                    | Directly held<br>interest  | Through<br>controlled<br>corporation | Total       |   |
| Mr. Wong Fun Chung | 343,742,082  | 39,824,704<br>(Note 2)               | 383,566,786 | 36.97%  |

Notes:

1. As at 30 June 2014, the total number of issued shares of the Company was 1,037,500,000.
2. 39,824,704 shares were held by Fortune Plus Holdings Limited, a company incorporated in the British Virgin Islands and is owned as to 66.6% by Mr. Wong. Therefore Mr. Wong is deemed to be interested in these shares under the SFO.



Save as disclosed above and the section headed “Share Option Scheme” below, as at 30 June 2014, none of the Directors or the chief executive of the Company or their respective associates had registered any interests or short positions in the shares or underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

## SUBSTANTIAL SHAREHOLDERS’ INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 30 June 2014, according to the register of members kept by the Company pursuant to section 336 of the SFO and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the following person(s)/entity(ies) (other than the Directors or chief executive of the Company) had an interests or short positions in the shares, underlying shares and debentures of the Company and its associated corporation (within the meaning of Part XV of the SFO) which would fall to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO, or be directly and indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote on all circumstances at general meetings of the Company:

Long positions in the ordinary shares of the Company:

| <b>Shareholders</b>                     | <b>Number of<br/>Shares</b> | <b>Approximate<br/>percentage of<br/>the issued share<br/>capital of<br/>the Company</b> |
|---|-----------------------------|--|
| Capital Research and Management Company | 83,390,000                  | 8.04%  |
| The Capital Group Companies, Inc.       | 58,532,000                  | 5.64%  |

Note:

- As at 30 June 2014, the total number of issued shares of the Company was 1,037,500,000.

Save as disclosed above, as at 30 June 2014, no other interests or short positions in the shares or underlying shares of the Company were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## SHARE CAPITAL

Details of share capital of the Company during the Year are set out in note 25 to the financial statements.

## SHARE OPTION SCHEME

The Company adopted the share option scheme (the “Scheme”) on 28 October 2009, the principal terms of which are set out in note 24 to the financial statements. As at 30 June 2014, 39,000,000 share options were outstanding under the Scheme, representing approximately 3.76% of the total issued share capital of the Company as at 30 June 2014. No share option has been granted, exercised, cancelled or lapsed during the Year. Particulars of share options granted by the Company are set out in note 24 to the financial statements.

## REPORT OF THE DIRECTORS

The following table disclosed details of the Company's outstanding options held by the Directors and certain employees of the Group under the Scheme during the Year:

| Names of grantees                          | Options held at 1 July 2013 | Options granted during the Year | Options exercised during the Year | Options cancelled during the Year | Options lapsed during the Year | Options held at 30 June 2014 | Exercise price (HK\$) | Date of grant | Exercise period  |
|--|-----------------------------|---------------------------------|-----------------------------------|-----------------------------------|--------------------------------|------------------------------|-----------------------|---------------|--|
| <b>Executive Directors</b>                 |                             |                                 |                                   |                                   |                                |                              |                       |               |  |
| Mr. Wong Fun Chung                         | 800,000                     | —                               | —                                 | —                                 | —                              | 800,000                      | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| Mr. Su Fang Zhong                          | 6,000,000                   | —                               | —                                 | —                                 | —                              | 6,000,000                    | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| Mr. Zou Chong                              | 6,000,000                   | —                               | —                                 | —                                 | —                              | 6,000,000                    | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| Mr. Cheung Chuen                           | 3,000,000                   | —                               | —                                 | —                                 | —                              | 3,000,000                    | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| <b>Independent Non-executive Directors</b> |                             |                                 |                                   |                                   |                                |                              |                       |               |  |
| Ms. Ji Qin Zhi                             | 200,000                     | —                               | —                                 | —                                 | —                              | 200,000                      | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| Dr. Hu Guo Qing                            | 200,000                     | —                               | —                                 | —                                 | —                              | 200,000                      | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| Mr. Chan Yuk Hiu, Taylor                   | 200,000                     | —                               | —                                 | —                                 | —                              | 200,000                      | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
| Employees                                  | 22,600,000                  | —                               | —                                 | —                                 | —                              | 22,600,000                   | 5.60                  | 18 March 2011 | Exercisable in 3 lots from 1 April 2011 to 31 March 2016 |
|  | 39,000,000                  | —                               | —                                 | —                                 | —                              | 39,000,000                   |                       |               |  |

### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBT SECURITIES

Other than as disclosed under the sections headed "Directors' and chief executive's interests and short positions in shares and underlying shares and debentures of the Company or any associated corporations" and "Share option scheme" above, at no time during the Year was the Company or any of its subsidiaries, or any of its fellow subsidiaries, a party to any arrangement to enable the Directors or chief executive of the Company or their respective associates (as defined in the Listing Rules) to have any right to subscribe for securities of the Company or any of its associated corporations as defined in the SFO or to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

### DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in notes 7 and 28 to the financial statements, there was no contract of significance to which the Company or any of its subsidiaries was a party and in which any of the Directors had, whether directly or indirectly, a material interest, subsisted at the end of the Year or at any time during the Year.

### CONNECTED AND RELATED PARTY TRANSACTIONS

During the Year, save for those disclosed in note 28 to the financial statements, the Group had no transactions with related or connected parties. The transactions do not fall under the definition of "connected transaction" or "continuing connected transaction" (as the case may be) in Chapter 14A of the Listing Rules.

## BANKING FACILITIES

During the year, no banking facilities were obtained by the Group.

## MAJOR CUSTOMERS AND SUPPLIERS

The information in respect of the Group's sales and purchases attributable to the major customers and suppliers respectively during the Year is as follows:

|                                     | Percentage of the Group's total |           |
|-------------------------------------|---------------------------------|-----------|
|                                     | Sales                           | Purchases |
| The largest customer                | 15.2%                           |           |
| Five largest customers in aggregate | 44.9%                           |           |
| The largest supplier                |                                 | 23.6%     |
| Five largest suppliers in aggregate |                                 | 73.2%     |

At no time during the Year have the Directors, their close associates or any shareholders of the Company (which to the knowledge of the Directors owns more than 5% of the Company's share capital) had any interest in these major customers or suppliers.

## RETIREMENT BENEFITS SCHEMES

Details of the Group's retirement benefits schemes for the Year are set out in note 5(a) to the financial statements.

## AUDIT COMMITTEE

The Company established an audit committee (the "Audit Committee") on 25 August 2008 with written terms of reference in compliance with the Code on Corporate Governance Practices (revised and renamed as 'Corporate Governance Code' with effect from 1 April 2012). The primary duties of the Audit Committee are to assist the Board in providing an independent view of the effectiveness of the Group's financial reporting process, internal control and risk management system, to oversee the audit process, to review the Company's financial information and to perform other duties and responsibilities as assigned by the Board. The Audit Committee currently comprises three independent non-executive Directors, namely, Dr. Hu Guo Qing, Ms. Ji Qin Zhi and Mr. Chan Yuk Hiu, Taylor (Chairman). The Company's annual report for the year ended 30 June 2014 has been reviewed by the Audit Committee.

## SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the date of this annual report, the Company has maintained the prescribed public float of the Company's shares under the Listing Rules.

## AUDITORS

With effect from the conclusion of the annual general meeting of the Company held on 29 November 2011, KPMG, Certified Public Accountants retired as auditors of the Group and did not stand for re-appointment.

At the extraordinary general meeting of the Company held on 24 August 2012, an ordinary resolution was passed by the shareholders of the Company to appoint Pan-China (H.K.) CPA Limited ("Pan-China") as the auditors of the Company and to hold office until the conclusion of the next annual general meeting of the Company. Pan-China was subsequently re-appointed as the auditors of the Company at the annual general meeting of the Company held on 22 November 2013.



## REPORT OF THE DIRECTORS

The consolidated financial statements of the Group for the year ended 30 June 2013 and the year ended 30 June 2014 have been audited by Pan-China who will retire and, being eligible, offer themselves for re-appointment at the forthcoming general meeting of the Company.

### SUSPENSION OF TRADING

Trading in the shares of the Company has been suspended since 9:00 a.m. on 22 August 2012, and will remain suspended until further notice.

By Order of the Board

**Wong Fun Chung**

*Chairman*

Hong Kong, 26 September 2014

# INDEPENDENT AUDITORS' REPORT



**PAN-CHINA (H.K.) CPA LIMITED** Certified Public Accountants

**天健(香港)會計師事務所有限公司**

**TO THE SHAREHOLDERS OF  
CHINA HIGH PRECISION AUTOMATION GROUP LIMITED**  
*(incorporated in the Cayman Islands with limited liability)*

We have audited the consolidated financial statements of China High Precision Automation Group Limited (the "Company") and its subsidiaries (together the "Group") set out on pages 37 to 95, which comprise the consolidated and company statements of financial position as at 30 June 2014, and the consolidated statement of profit or loss, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

## **DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS**

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with Hong Kong Financial Reporting Standards issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and the disclosure requirements of Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

## **AUDITORS' RESPONSIBILITY**

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. Our report is made solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

We conducted our audit in accordance with Hong Kong Standards on Auditing issued by the HKICPA. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance as to whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditors consider internal control relevant to the entity's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

# INDEPENDENT AUDITORS' REPORT

## OPINION

In our opinion, the consolidated financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 June 2014 and of the Group's loss and cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards and have been properly prepared in accordance with the disclosure requirements of the Hong Kong Companies Ordinance.

### **PAN-CHINA (H.K.) CPA LIMITED**

*Certified Public Accountants*

#### **Chan Kin Wai**

*Practising Certificate Number P05342*

11/F., Hong Kong Trade Centre,  
161–167 Des Voeux Road Central,  
Hong Kong S.A.R., China

26 September 2014

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS

For the year ended 30 June 2014  
(Expressed in Renminbi Yuan)

|  | Notes | Year ended 30 June |                 |
|--|-------|--------------------|-----------------|
|  |       | 2014<br>RMB'000    | 2013<br>RMB'000 |
| <b>Turnover</b>  | 3     | <b>403,816</b>     | 516,549         |
| Cost of sales  |       | <b>(364,801)</b>   | (412,478)       |
| <b>Gross profit</b>  |       | <b>39,015</b>      | 104,071         |
| Other income   | 4     | <b>8,581</b>       | 5,486           |
| Other gain and loss  | 4     | <b>152</b>         | 5,938           |
| Distribution costs   |       | <b>(5,291)</b>     | (8,058)         |
| Administrative expenses  |       | <b>(59,448)</b>    | (62,105)        |
| Fair value gain of investment properties   | 13    | <b>371</b>         | 5,042           |
| Share of loss of a joint venture   | 17    | <b>(81)</b>        | (786)           |
| Gain on disposal of a joint venture  | 17    | <b>850</b>         | —               |
| <b>(Loss)/profit from operations</b>   |       | <b>(15,851)</b>    | 49,588          |
| Finance costs  |       | <b>—</b>           | —               |
| <b>(Loss)/profit before taxation</b>   | 5     | <b>(15,851)</b>    | 49,588          |
| Income tax   | 6(a)  | <b>(3,654)</b>     | (13,311)        |
| <b>(Loss)/profit for the year attributable to equity shareholders of the Company</b> |       | <b>(19,505)</b>    | 36,277          |
| <b>(Loss)/earnings per share (RMB cents)</b>   | 10    |                    |                 |
| — basic  |       | <b>(1.88)</b>      | 3.50            |
| — diluted  |       | <b>(1.88)</b>      | 3.50            |

The notes on pages 45 to 95 form part of these consolidated financial statements. Details of dividends payable to equity shareholders of the Company attributable to the profit for the year are set out in note 25(b).

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 30 June 2014  
(Expressed in Renminbi Yuan)

|   | Notes | Year ended 30 June |                 |
|---|-------|--------------------|-----------------|
|   |       | 2014<br>RMB'000    | 2013<br>RMB'000 |
| <b>(Loss)/profit for the year attributable to equity shareholders of the Company</b>                            |       | <b>(19,505)</b>    | 36,277          |
| <b>Other comprehensive (expenses)/income for the year</b>   |       |                    |                 |
| Items that may be subsequently reclassified to profit or loss:  |       |                    |                 |
| Exchange differences on translation of financial statements of operations outside the PRC (excluding Hong Kong) |       | (697)              | (5,727)         |
| Fair value adjustment upon transfer from property, plant and equipment to investment properties                 |       | 2,986              | —               |
| <b>Total comprehensive (expenses)/income for the year attributable to equity shareholders of the Company</b>    |       | <b>(17,216)</b>    | 30,550          |

The notes on pages 45 to 95 form part of these consolidated financial statements.



# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2014  
(Expressed in Renminbi Yuan)

|   |       | As at 30 June    |                  |
|---|-------|------------------|------------------|
|   |       | 2014             | 2013             |
|   |       | RMB'000          | RMB'000          |
|   | Notes |                  |                  |
| <b>Non-current assets</b>   |       |                  |                  |
| Property, plant and equipment                                       | 12    | 623,929          | 611,981          |
| Investment properties   | 13    | 59,248           | 35,665           |
| Construction in progress  | 14    | —                | —                |
| Interests in leasehold land held for own use under operating leases | 15    | 9,409            | 15,066           |
| Deposits for the purchase of property, plant and equipment          |       | 1,289            | 878              |
| Interests in a joint venture  | 17    | —                | 2,286            |
| Deferred tax assets   | 22(b) | 2,463            | 2,569            |
|   |       | <b>696,338</b>   | <b>668,445</b>   |
| <b>Current assets</b>   |       |                  |                  |
| Inventories   | 18    | 56,199           | 63,953           |
| Trade and other receivables   | 19    | 209,454          | 265,789          |
| Cash and cash equivalents   | 20    | 1,400,236        | 1,371,402        |
|   |       | <b>1,665,889</b> | <b>1,701,144</b> |
| <b>Current liabilities</b>  |       |                  |                  |
| Trade and other payables  | 21    | 99,831           | 89,044           |
| Current taxation  | 22(a) | —                | 282              |
| Provision for warranties  | 23    | 1,562            | 2,259            |
|   |       | <b>101,393</b>   | <b>91,585</b>    |
| <b>Net current assets</b>   |       | <b>1,564,496</b> | <b>1,609,559</b> |
| <b>Total assets less current liabilities</b>                        |       | <b>2,260,834</b> | <b>2,278,004</b> |

The notes on pages 45 to 95 form part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

At 30 June 2014  
(Expressed in Renminbi Yuan)

|                                | Notes | As at 30 June   |                 |
|--------------------------------|-------|-----------------|-----------------|
|                                |       | 2014<br>RMB'000 | 2013<br>RMB'000 |
| <b>Non-current liabilities</b> |       |                 |                 |
| Deferred tax liabilities       | 22(b) | 18,032          | 17,986          |
|                                |       | 18,032          | 17,986          |
| <b>NET ASSETS</b>              |       |                 |                 |
|                                |       | 2,242,802       | 2,260,018       |
| <b>CAPITAL AND RESERVES</b>    |       |                 |                 |
| Share capital                  | 25    | 91,360          | 91,360          |
| Reserves                       |       | 2,151,442       | 2,168,658       |
| <b>TOTAL EQUITY</b>            |       |                 |                 |
|                                |       | 2,242,802       | 2,260,018       |

Approved and authorised for issue by the board of directors on 26 September 2014.

**Wong Fun Chung**  
Director

**Cheung Chuen**  
Director

The notes on pages 45 to 95 form part of these consolidated financial statements.

# STATEMENT OF FINANCIAL POSITION

At 30 June 2014  
(Expressed in Renminbi Yuan)

|                                | Notes | As at 30 June   |                 |
|--------------------------------|-------|-----------------|-----------------|
|                                |       | 2014<br>RMB'000 | 2013<br>RMB'000 |
| <b>Non-current assets</b>      |       |                 |                 |
| Interests in subsidiaries      | 16    | 862,360         | 872,395         |
| <b>Current assets</b>          |       |                 |                 |
| Cash and cash equivalents      | 20    | 703             | 478             |
| <b>Current liabilities</b>     |       |                 |                 |
| Other payables and accruals    | 21    | 1,700           | 1,661           |
| <b>Net current liabilities</b> |       | <b>(997)</b>    | <b>(1,183)</b>  |
| <b>NET ASSETS</b>              |       | <b>861,363</b>  | <b>871,212</b>  |
| <b>CAPITAL AND RESERVES</b>    |       |                 |                 |
| Share capital                  | 25(a) | 91,360          | 91,360          |
| Reserves                       |       | 770,003         | 779,852         |
| <b>TOTAL EQUITY</b>            |       | <b>861,363</b>  | <b>871,212</b>  |

Approved and authorised for issue by the board of directors on 26 September 2014.

**Wong Fun Chung**  
Director

**Cheung Chuen**  
Director

The notes on pages 45 to 95 form part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2014  
(Expressed in Renminbi Yuan)

|  | Attributable to equity shareholders of the Company |               |               |                 |                             |               |                     |                  |                  |           |
|--|--|---------------|---------------|-----------------|-----------------------------|---------------|---------------------|------------------|------------------|-----------|
|  | Notes  | Share capital | Share premium | Surplus reserve | Share-based payment reserve | Other reserve | Revaluation reserve | Exchange reserve | Retained profits | Total     |
|  |  | RMB'000       | RMB'000       | RMB'000         | RMB'000                     | RMB'000       | RMB'000             | RMB'000          | RMB'000          | RMB'000   |
| Balance at 1 July 2012                             |  | 91,360        | 958,076       | 159,695         | 78,841                      | 2,982         | —                   | (21,284)         | 967,378          | 2,237,048 |
| Changes in equity for the year ended 30 June 2013: |  |               |               |                 |                             |               |                     |                  |                  |           |
| Profit for the year                                |  | —             | —             | —               | —                           | —             | —                   | —                | 36,277           | 36,277    |
| Other comprehensive expenses                       |  | —             | —             | —               | —                           | —             | —                   | (5,727)          | —                | (5,727)   |
| Total comprehensive (expenses)/ income             |  | —             | —             | —               | —                           | —             | —                   | (5,727)          | 36,277           | 30,550    |
| Dividend declared and paid                         | 25(b)  | —             | (16,999)      | —               | —                           | —             | —                   | —                | —                | (16,999)  |
| Equity settled share-based payments                | 24   | —             | —             | —               | 9,419                       | —             | —                   | —                | —                | 9,419     |
| Appropriation to surplus reserve                   |  | —             | —             | 16,683          | —                           | —             | —                   | —                | (16,683)         | —         |
| Balance at 30 June 2013                            |  | 91,360        | 941,077       | 176,378         | 88,260                      | 2,982         | —                   | (27,011)         | 986,972          | 2,260,018 |

The notes on pages 45 to 95 form part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 30 June 2014  
(Expressed in Renminbi Yuan)

|  | Attributable to equity shareholders of the Company |            |           |          |           |           |             |          |          |           |
|--|--|------------|-----------|----------|-----------|-----------|-------------|----------|----------|-----------|
|  | Notes  | Share      | Share     | Surplus  | Share-    | Other     | Revaluation | Exchange | Retained | Total     |
|  |  | capital    | premium   | reserve  | payment   | reserve   | reserve     | reserve  | profits  |           |
|  |  | (note      | (note     | (note    | (note     | (note     | (note       | (note    | (note    |           |
| 25(d)(i)   | 25(d)(ii)  | 25(d)(iii) | 25(d)(iv) | 25(d)(v) | 25(d)(vi) | 25(d)(vi) |             |          |          |           |
|  | RMB'000  | RMB'000    | RMB'000   | RMB'000  | RMB'000   | RMB'000   | RMB'000     | RMB'000  | RMB'000  |           |
| Balance at 1 July 2013                             |  | 91,360     | 941,077   | 176,378  | 88,260    | 2,982     | —           | (27,011) | 986,972  | 2,260,018 |
| Changes in equity for the year ended 30 June 2014: |  |            |           |          |           |           |             |          |          |           |
| Loss for the year                                  |  | —          | —         | —        | —         | —         | —           | —        | (19,505) | (19,505)  |
| Other comprehensive income/ (expenses)             |  | —          | —         | —        | —         | —         | 2,986       | (697)    | —        | 2,289     |
| Total comprehensive income/ (expenses)             |  | —          | —         | —        | —         | —         | 2,986       | (697)    | (19,505) | (17,216)  |
| Appropriation to surplus reserve                   |  | —          | —         | 5,412    | —         | —         | —           | —        | (5,412)  | —         |
| Balance at 30 June 2014                            |  | 91,360     | 941,077   | 181,790  | 88,260    | 2,982     | 2,986       | (27,708) | 962,055  | 2,242,802 |

The notes on pages 45 to 95 form part of these consolidated financial statements.

# CONSOLIDATED CASH FLOW STATEMENT

For the year ended 30 June 2014  
(Expressed in Renminbi Yuan)

|   | Notes | 2014<br>RMB'000  | 2013<br>RMB'000 |
|---|-------|------------------|-----------------|
| <b>Operating activities</b>                               |       |                  |                 |
| Cash generated from operations                            | 20(b) | 101,792          | 237,489         |
| PRC income tax paid                                       |       | (3,784)          | (19,819)        |
| <b>Net cash generated from operating activities</b>       |       | <b>98,008</b>    | 217,670         |
| <b>Investing activities</b>                               |       |                  |                 |
| Payment for the purchase of property, plant and equipment |       | (74,318)         | (47,046)        |
| Payment for the acquisition of investment properties      |       | (2,859)          | —               |
| Interest received   |       | 4,948            | 5,039           |
| Proceeds from the disposal of a joint venture             | 17    | 3,055            | —               |
| <b>Net cash used in investing activities</b>              |       | <b>(69,174)</b>  | (42,007)        |
| <b>Financing activities</b>                               |       |                  |                 |
| Dividend paid   |       | —                | (16,999)        |
| <b>Net cash used in financing activities</b>              |       | <b>—</b>         | (16,999)        |
| <b>Net increase in cash and cash equivalents</b>          |       | <b>28,834</b>    | 158,664         |
| <b>Cash and cash equivalents at beginning of the year</b> |       | <b>1,371,402</b> | 1,212,738       |
| <b>Cash and cash equivalents at end of the year</b>       |       | <b>1,400,236</b> | 1,371,402       |

The notes on pages 45 to 95 form part of these consolidated financial statements.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES

### (a) Statement of compliance

These consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRSs”), which collective term includes all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”), accounting principles generally accepted in Hong Kong and the disclosure requirements of the Hong Kong Companies Ordinance. These financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). A summary of the significant accounting policies adopted by the Group is set out below.

The HKICPA has issued certain new and revised HKFRSs that are first effective or available for early adoption for the current accounting period of the Group and the Company. Note 2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current and prior accounting periods reflected in these financial statements.

### (b) Basis of preparation of the financial statements

The consolidated financial statements for the year ended 30 June 2014 comprise the Company and its subsidiaries.

The consolidated financial statements have been prepared on the historical cost basis except for investment properties that are measured at fair values at the end of each reporting period, as explained in the accounting policies below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2, leasing transactions that are within the scope of HKAS 17, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 or value in use in HKAS 36.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (b) Basis of preparation of the financial statements *(continued)*

The consolidated financial statements are presented in Renminbi Yuan (“RMB”), rounded to the nearest thousand. The functional currency of the Company and its subsidiary in Hong Kong is Hong Kong dollars (“HK\$”), and the functional currency of the Company’s subsidiary in Fujian, the People’s Republic of China (the “PRC”) is RMB.

The preparation of financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on these financial statements and major sources of estimation uncertainty are discussed in note 29.

### (c) Subsidiaries

Subsidiaries are entities controlled by the Group. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

An interest in a subsidiary is consolidated into the consolidated financial statements from the date that control commences until the date that control ceases. Intra-group balances and transactions and any unrealised profits arising from intra-group transactions are eliminated in full in preparing the consolidated financial statements. Unrealised losses resulting from intra-group transactions are eliminated in the same way as unrealised gains but only to the extent that there is no evidence of impairment.

In the Company’s statement of financial position, interests in subsidiaries are stated at cost less impairment losses (see note 1(j)).



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (d) Joint ventures

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require the unanimous consent of the parties sharing control.

Interests in a joint venture are accounted for using the equity method of accounting and are initially recognised at cost. The Group's interest in a joint venture includes advances that are equity in nature, in substance forming part of the investments, and goodwill (net of any accumulated impairment loss) identified on acquisition.

The Group discontinues the use of the equity method from the date when the investment ceases to be a joint venture, or when the investment (or a portion thereof) is classified as held for sale. When the Group retains an interest in the former joint venture and the retained interest is a financial asset, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition in accordance with HKAS 39. The difference between the carrying amount of the joint venture at the date the equity method was discontinued, and the fair value of any retained interest and any proceeds from disposing of a part interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if or joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) when the equity method is discontinued.

The Group's share of its joint ventures' post-acquisition profits or losses is recognised in the consolidated statement of profit and loss, and its share of post-acquisition movements in reserves is recognised in consolidated other comprehensive income. The cumulative post-acquisition movements are adjusted against the carrying amount of the investment. When the Group's share of losses in a joint venture equals or exceeds its interest in the joint venture, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

Unrealised gains on transactions between the Group and its joint venture are eliminated to the extent of the Group's interest in the joint venture. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of joint venture have been changed where necessary to ensure consistency with the accounting policies adopted by the Group.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES (continued)

### (e) Interests in leasehold land held for own use under operating leases

Interests in leasehold land held for own use under operating leases represent payments made to acquire leasehold land, and are carried at cost less accumulated amortisation and impairment losses (see note 1(j)). Amortisation is charged to profit or loss on a straight-line basis over the lease term, except where an alternative basis is more representative of the pattern of benefits to be derived from the leasehold land.

### (f) Property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment losses (see note 1(j)).

Gains or losses arising from the retirement or disposal of an item of property, plant and equipment are determined as the difference between the net disposal proceeds and the carrying amount of the item and are recognised in profit or loss on the date of retirement or disposal.

Depreciation is calculated to write off the cost of items of property, plant and equipment, less their estimated residual value, if any, using the straight-line method over their estimated useful lives as follows:

|                          |  |
|--------------------------|--|
| — Plant and machineries  | 10–20 years                                    |
| — Buildings              | 20 years                                       |
| — Leasehold improvements | Over the shorter of 5 years and the lease term |
| — Motor vehicles         | 10 years                                       |
| — Furniture and fixtures | 5 years  |

Both the useful life of an asset and its residual value, if any, are reviewed annually.

### (g) Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are measured at their fair values. In circumstances where the fair value of an investment property under development is not reliably measurable but the fair value of the property is expected to be reliably measurable when construction is completed, such investment properties under development are measured at cost less impairment (see note 1(j)), if any, until either its fair value becomes reliably determinable or construction is completed, whichever is the earlier. Once the fair value of an investment property under development that has previously been measured at cost is able to measure reliably, the property is measured at fair value. Any difference between the fair value of the property at that time and its previous carrying amount is recognised in profit or loss. Gains or losses arising from changes in the fair value of investment properties are included in profit or loss for the period in which they arise.

Construction costs incurred for investment properties under development are capitalised as part of the carrying amount of the investment properties under development.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (h) Construction in progress

Construction in progress represents property, plant and equipment under construction and equipment pending installation, and is stated at cost less impairment losses (see note 1(j)). Cost comprises direct costs of construction as well as borrowing costs (see note 1(t)). Capitalisation of these costs ceases and the construction in progress is transferred to property, plant and equipment when substantially all of the activities necessary to prepare the assets for their intended use are complete.

No depreciation is provided in respect of construction in progress until it is substantially completed and ready for its intended use.

### (i) Leasing

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

#### *The Group as lessor*

Rental income from operating leases is recognised in the consolidated statement of profit or loss on a straight-line basis over the term of the relevant lease.

#### *The Group as lessee*

Assets held under finance leases are recognised as assets of the Group at their fair value at the inception of the lease or, if lower, at the present value of the minimum lease payments. The corresponding liability to the lessor is included in the consolidated statement of financial position as a finance lease obligation. Lease payments are apportioned between finance charges and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly to profit or loss.

Rentals payable under operating leases are charged to profit or loss on a straight-line basis over the term of the relevant lease.

### (j) Impairment of assets

Internal and external sources of information are reviewed at the end of each reporting period to identify indications that the following assets may be impaired or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment;
- investment properties;
- construction in progress;

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (j) Impairment of assets *(continued)*

- interests in leasehold land held for own use under operating leases;
- deposits for the purchase of property, plant and equipment; and
- interests in subsidiaries.

If any such indication exists, the asset's recoverable amount is estimated.

#### — *Calculation of recoverable amount*

The recoverable amount of an asset is the greater of its fair value less costs to sell and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. Where an asset does not generate cash inflows largely independent of those from other assets, the recoverable amount is determined for the smallest group of assets that generates cash inflows independently (i.e. a cash-generating unit).

#### — *Recognition of impairment losses*

An impairment loss is recognised in profit or loss if the carrying amount of an asset, or the cash-generating unit to which it belongs, exceeds its recoverable amount. Impairment losses recognised in respect of cash-generating units are allocated to reduce the carrying amount of the other assets in the unit (or group of units) on a pro rata basis, except that the carrying value of an asset will not be reduced below its individual fair value less costs to sell, or value in use, if determinable.

#### — *Reversals of impairment losses*

An impairment loss is reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

A reversal of impairment losses is limited to the asset's carrying amount that would have been determined had no impairment loss been recognised in prior years. Reversals of impairment losses are credited to profit or loss in the year in which the reversals are recognised.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (k) Inventories

Inventories are carried at the lower of cost and net realisable value.

Cost is calculated using the weighted average cost formula and comprises all costs of purchase, costs of conversion and other costs incurred in bringing the inventories to their present location and condition.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised as an expense in the period when the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

### (l) Financial instruments

Financial assets and financial liabilities are recognised in the consolidated statement of financial position when a group entity becomes a party to the contractual provision of the instrument. Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets or financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

#### *Financial assets*

The Group's financial assets are all classified into loans and receivables. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace. The accounting policies adopted in respect of each category of financial assets are set out below.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

Interest income is recognised on an effective interest basis for debt instruments.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (I) Financial instruments *(continued)*

#### *Financial assets (continued)*

##### *Loans and receivables*

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. At the end of each of the reporting periods subsequent to initial recognition, loans and receivables (including trade and other receivables and cash and cash equivalents) are carried at amortised cost using the effective interest method, less any identified impairment losses (see accounting policy on impairment loss on financial assets below), except where the receivables are interest-free loans made to related parties without any fixed repayment terms or the effect of discounting would be immaterial. In such cases, the receivables are stated at cost less any identified impairment losses.

##### *Impairment loss on financial assets*

Financial asset of the Group are assessed for indicators of impairment at the end of each of the reporting periods. Financial assets are impaired where there is objective evidence that, as a result of one or more events that occurred after the initial recognition of the financial asset, the estimated future cash flows of the financial assets have been affected.

For all of the Group's financial assets, objective evidence of impairment could include:

- significant financial difficulty of the issuer or counterparty; or
- default or delinquency in interest or principal payments; or
- it becoming probable that the borrower will enter bankruptcy or financial re-organisation.

For certain categories of financial asset, such as trade debtors, assets that are assessed not to be impaired individually are subsequently assessed for impairment on a collective basis. Objective evidence of impairment for a portfolio of receivables could include the Group's past experience of collecting payments, an increase in the number of delayed payments in the portfolio past the average credit period as well as observable changes in national or local economic conditions that correlate with default on receivables.

For financial assets carried at amortised cost, an impairment loss is recognised in profit or loss when there is objective evidence that the asset is impaired, and is measured as the difference between the asset's carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate.

The carrying amount of the financial asset is reduced by the impairment loss directly for all financial assets with the exception of trade debtors, where the carrying amount is reduced through the use of an allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss. When a debt is considered uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited to profit or loss.

For financial assets measured at amortised cost, if, in a subsequent period, the amount of impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment loss was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent that the carrying amount of the asset at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (l) Financial instruments *(continued)*

#### *Financial liabilities and equity*

Financial liabilities and equity instruments issued by a group entity are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

An equity instrument is any contract that evidences a residual interest in the assets of the Group after deducting all of its liabilities. The Group's financial liabilities are generally classified into other financial liabilities.

#### *Effective interest method*

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Interest expense is recognised on an effective interest basis.

#### *Other financial liabilities*

Other financial liabilities including trade and other payables are subsequently measured at amortised cost, using the effective interest method, unless the effect of discounting would be immaterial, in which case they are stated at cost.

#### *Equity instruments*

Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

### (m) Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and on hand, demand deposits with banks and other financial institutions, and short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value, having been within three months of maturity at acquisition.

### (n) Employee benefits

- (i) Salaries, annual bonuses, paid annual leave, contributions to defined contribution retirement plans and the cost of non-monetary benefits are accrued in the year in which the associated services are rendered by employees. Where payment or settlement is deferred and the effect would be material, these amounts are stated at their present values.
- (ii) Contributions to appropriate provident fund in Hong Kong and appropriate local defined contribution retirement schemes pursuant to the relevant labour rules and regulations in the PRC are recognised as an expense in profit or loss as incurred, except to the extent that they are included in the cost of inventories not yet recognised as an expense.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (n) Employee benefits *(continued)*

- (iii) The fair value of share options granted to employees is recognised as staff cost with a corresponding increase in share-based payment reserve within equity. The fair value is measured at the grant date using the Black-Scholes-Merton Option Pricing Model, taking into account the terms and conditions upon which the options were granted. Where the directors and employees have to meet vesting conditions before becoming unconditionally entitled to the options, the total estimated fair value of the options is spread over the vesting period, taking into account the probability that the options will vest.

During the vesting period, the number of share options that is expected to vest is reviewed. Any resulting adjustment to the cumulative fair value recognised in prior years is charged/credited to the profit or loss for the year of the review, unless the original staff cost qualify for recognition as an asset, with a corresponding adjustment to the share-based payment reserve. On the vesting dates, the amount recognised as an expense is adjusted to reflect the actual number of options that vest (with a corresponding adjustment to the share-based payment reserve) except where forfeiture is only due to not achieving vesting conditions that relate to the market price of the Company's shares. The equity amount is recognised in the share-based payment reserve until either the option is exercised (when it is transferred to the share premium account) or the option expires (when it is released directly to the retained profits).

If the grant of share options is cancelled or settled during the vesting period (other than grant cancelled by forfeiture when the vesting conditions are not satisfied), the cancellation or settlement is accounted for as an acceleration of vesting and the amount that otherwise would have been recognised for services received over the remainder of the vesting period is recognised immediately in profit or loss.

### (o) Income tax

- (i) Income tax for the year comprises current tax and movements in deferred tax assets and liabilities. Current tax and movements in deferred tax assets and liabilities are recognised in profit or loss except to the extent that they relate to items recognised in other comprehensive income or directly in equity, in which case the relevant amounts of tax are recognised in other comprehensive income or directly in equity, respectively.
- (ii) Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (o) Income tax *(continued)*

- (iii) Deferred tax assets and liabilities arise from deductible and taxable temporary differences respectively, being the differences between the carrying amounts of assets and liabilities for financial reporting purposes and their tax bases. Deferred tax assets also arise from unused tax losses and unused tax credits.

Apart from certain limited exceptions, all deferred tax liabilities and all deferred tax assets to the extent that it is probable that future taxable profits will be available against which the asset can be utilised, are recognised. Future taxable profits that may support the recognition of deferred tax assets arising from deductible temporary differences include those that will arise from the reversal of existing taxable temporary differences, provided those differences relate to the same taxation authority and the same taxable entity, and are expected to reverse either in the same period as the expected reversal of the deductible temporary difference or in periods into which a tax loss arising from the deferred tax asset can be carried forward. The same criteria are adopted when determining whether existing taxable temporary differences support the recognition of deferred tax assets arising from unused tax losses and credits, that is, those differences are taken into account if they relate to the same taxation authority and the same taxable entity, and are expected to reverse in a period, or periods, in which the tax loss or credit can be utilised.

The limited exceptions to recognition of deferred tax assets and liabilities are those temporary differences arising from goodwill not deductible for the tax purpose, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit (provided they are not part of a business combination), and temporary differences relating to investments in subsidiaries to the extent that, in the case of taxable differences, the Group controls the timing of the reversal and it is probable that the differences will not reverse in the foreseeable future, or in the case of deductible differences, unless it is probable that they will reverse in the future.

The amount of deferred tax recognised is measured based on the expected manner of realisation or settlement of the carrying amount of the assets and liabilities, using tax rates enacted or substantively enacted at the end of the reporting period. Deferred tax assets and liabilities are not discounted.

The carrying amount of a deferred tax asset is reviewed at the end of the reporting period and is reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow the related tax benefit to be utilised. Any such reduction is reversed to the extent that it becomes probable that sufficient taxable profits will be available.

Additional income taxes that arise from the distribution of dividends are recognised when the liability to pay the related dividends is recognised.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (o) Income tax *(continued)*

- (iv) Current tax balances and deferred tax balances, and movements therein, are presented separately from each other and are not offset. Current tax assets are offset against current tax liabilities, and deferred tax assets against deferred tax liabilities if the Group has the legally enforceable right to set off current tax assets against current tax liabilities and the following additional conditions are met:
- in the case of current tax assets and liabilities, the Group intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously; or
  - in the case of deferred tax assets and liabilities, if they relate to income taxes levied by the same taxation authority on either:
    - the same taxable entity; or
    - different taxable entities, which, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered, intend to realise the current tax assets and settle the current tax liabilities on a net basis or realise and settle simultaneously.

### (p) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation and a reliable estimate can be made. Where the time value of money is material, provisions are stated at the present value of the expenditure expected to settle the obligation.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, whose existence will only be confirmed by the occurrence or non-occurrence of one or more future events are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (q) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable. Provided it is probable that the economic benefits will flow to the Group and the revenue and costs, if applicable, can be measured reliably, revenue is recognised in profit or loss as follows:

#### (i) *Sale of goods*

Revenue is recognised when the customer has accepted the goods, the related risks and rewards of ownership. Revenue excludes value added tax or other sales taxes and is after deduction of any trade discounts.

#### (ii) *Interest income*

Interest income is recognised as it accrues using the effective interest method.

#### (iii) *Rental income*

Rental income from operating leases is recognised on a straight-line basis over the term of the relevant lease.

### (r) Translation of foreign currencies

Foreign currency transactions during the year are translated at the foreign exchange rates ruling at the transaction dates. Monetary assets and liabilities denominated in foreign currencies are translated at the foreign exchange rates ruling at the end of the reporting period. Exchange gains and losses are recognised in profit or loss.

Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the foreign exchange rates ruling at the transaction dates.

The results of entities with functional currency other than RMB are translated into RMB at the exchange rates approximating the foreign exchange rates ruling at the average exchange rate for the year, unless exchange rates fluctuate significantly during the year in which case the exchange rates prevailing at the date of the transactions are used. Statement of financial position items are translated into RMB at the closing foreign exchange rates at the end of the reporting period. The resulting exchange differences are recognised in other comprehensive income and accumulated separately in equity in the exchange reserve.

On disposal of a subsidiary with functional currency other than RMB, the cumulative amount of the exchange differences relating to that subsidiary is reclassified from equity to profit or loss when the profit or loss on disposal is recognised.

### (s) Research and development costs

Research and development costs comprise all costs that are directly attributable to research and development activities or that can be allocated on a reasonable basis to such activities. Because of the nature of the Group's research and development activities, no development costs satisfy the criteria for the recognition of such costs as an asset. Both research and development costs are therefore recognised as expenses in the period in which they are incurred.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (t) Borrowing costs

Borrowing costs that are directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale are capitalised as part of the cost of that asset. Other borrowing costs are expensed in the period in which they are incurred.

The capitalisation of borrowing costs as part of the cost of a qualifying asset commences when expenditures for the asset are being incurred, borrowing costs are being incurred and activities that are necessary to prepare the asset for its intended use or sale are in progress. Capitalisation of borrowing costs is suspended or ceases when substantially all the activities necessary to prepare the qualifying asset for its intended use or sale are interrupted or complete.

### (u) Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred revenue in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

The benefit of a government loan at a below-market rate of interest is treated as a government grant, measured as the difference between proceeds received and the fair value of the loan based on prevailing market interest rates.

### (v) Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
  - (i) has control or joint control over the Group;
  - (ii) has significant influence over the Group; or
  - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 1 SIGNIFICANT ACCOUNTING POLICIES *(continued)*

### (v) Related parties *(continued)*

- (b) the party is an entity where any of the following conditions applies:
- (i) the entity and the Group are members of the same group;
  - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
  - (iii) the entity and the Group are joint ventures of the same party;
  - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third party;
  - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
  - (vi) the entity is controlled or jointly controlled by a person identified in (a); and
  - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

### (w) Segment reporting

Operating segments, and the amounts of each segment item reported in the financial statements, are identified from the financial information provided regularly to the Group's most senior executive management for the purposes of allocating resources to, and assessing the performance of, the Group's various lines of business and geographical locations.

Individually material operating segments are not aggregated for financial reporting purposes unless the segments have similar economic characteristics and are similar in respect of the nature of products and services, the nature of production processes, the type or class of customers, the methods used to distribute the products or provide the services, and the nature of the regulatory environment. Operating segments which are not individually material may be aggregated if they share a majority of these criteria.

## 2 CHANGES IN ACCOUNTING POLICIES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

|                      |  |
|----------------------|--|
| HKFRS 1 (Amendments) | Government Loans   |
| HKFRS 7 (Amendments) | Disclosures — Offsetting Financial Assets and Financial Liabilities          |
| HKFRS 10             | Consolidated Financial Statements  |
| HKFRS 11             | Joint Arrangements   |
| HKFRS 12             | Disclosure of Interests in Other Entities                                    |
| HKFRS 13             | Fair Value Measurement   |
| HKAS 19 (Revised)    | Employee Benefits  |
| HKAS 27 (Revised)    | Separate Financial Statements  |
| HKAS 28 (Revised)    | Investments in Associates and Joint Ventures                                 |
| HKFRSs (Amendments)  | Annual Improvements to HKFRSs 2009–2011 Cycle except for HKAS 1 (Amendments) |
| HK(IFRIC) — Int 20   | Stripping Costs in the Production Phase of a Surface Mine                    |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 2 CHANGES IN ACCOUNTING POLICIES *(continued)*

Other than as further explained below, the adoption of these new and revised HKFRSs has had no significant financial effect on these financial statements.

### HKFRS 10 Consolidated Financial Statements

HKFRS 10 replaces the requirements of HKAS 27 Consolidated and Separate Financial Statements that deal with consolidated financial statements and HK(SIC) Int — 12 Consolidation — Special Purpose Entities. HKFRS 10 changes the definition of control such that an investor has control over an investee when (a) it has power over the investee, (b) it is exposed, or has rights, to variable returns from its involvement with the investee and (c) has the ability to use its power to affect its returns. All three of these criteria must be met for an investor to have control over an investee. Previously, control was defined as the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities. Additional guidance has been included in HKFRS 10 to explain when an investor has control over an investee. Some guidance included in HKFRS 10 that deals with whether or not an investor that owns less than 50% of the voting rights in an investee has control over the investee is relevant to the Group.

The directors of the Company made an assessment as at the date of initial application of HKFRS 10 (i.e. 1 July 2013) as to whether or not the Group has control over its subsidiaries in accordance with the new definition of control and the related guidance set out in HKFRS 10. The directors concluded that it has had control over its subsidiaries since the acquisition in prior periods.

### HKFRS 11 Joint Arrangements

HKFRS 11 replaces HKAS 31 “Interests in Joint Ventures” and HK(SIC) — Int 13 “Jointly Controlled Entities — Non-Monetary Contributions by Venturers”. It describes the accounting for joint arrangements with joint control. It addresses only two forms of joint arrangements, i.e., joint operations and joint ventures, and removes the option to account for joint ventures using proportionate consolidation. The classification of joint arrangements under HKFRS 11 depends on the parties’ rights and obligations arising from the arrangements. A joint operation is a joint arrangement whereby the joint operators have rights to the assets and obligations for the liabilities of the arrangement and is accounted for on a line-by-line basis to the extent of the joint operators’ rights and obligations in the joint operation. A joint venture is a joint arrangement whereby the joint venturers have rights to the net assets of the arrangement and is required to be accounted for using the equity method in accordance with HKAS 28 (2011). The application of HKFRS 11 does not change the conclusion of the Group in respect of the classification of the Group’s investment in a joint arrangement.

### HKFRS 13 Fair Value Measurement

HKFRS 13 establishes a single source of guidance for fair value measurements and disclosures about fair value measurements. The scope of HKFRS 13 is broad; the fair value measurement requirements of HKFRS 13 apply to both financial instrument items and non-financial instrument items for which other HKFRSs require or permit fair value measurements and disclosures about fair value measurements, except for share-based payment transactions that are within the scope of HKFRS 2 Share-based Payment, leasing transactions that are within the scope of HKAS 17 Leases, and measurements that have some similarities to fair value but are not fair value (e.g. net realisable value for the purposes of measuring inventories or value in use for impairment assessment purposes).

HKFRS 13 defines the fair value of an asset as the price that would be received to sell an asset (or paid to transfer a liability, in the case of determining the fair value of a liability) in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions. Fair value under HKFRS 13 is an exit price regardless of whether that price is directly observable or estimated using another valuation technique. Also, HKFRS 13 includes extensive disclosure requirements.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 2 CHANGES IN ACCOUNTING POLICIES *(continued)*

### HKFRS 13 Fair Value Measurement *(continued)*

HKFRS 13 requires prospective application from 1 July 2013. In addition, specific transitional provisions were given to entities such that they need not apply the disclosure requirements set out in the HKFRS 13 in comparative information provided for periods before the initial application of the HKFRS 13. In accordance with these transitional provisions, the Group has not made any new disclosures required by HKFRS 13 for the comparative period. Other than the additional disclosures, the application of HKFRS 13 has not had any material impact on the amounts recognised in the consolidated financial statements.

## 3 TURNOVER

The principal activities of the Group are the manufacture and sales of high precision industrial automation instrument and technology products as well as horological instruments.

Turnover represents the sales value of goods sold less returns, discounts, value added taxes and other sales taxes. The amount of each significant category of revenue recognised during the year is as follows:

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| Sales of automation instrument and technology products | 332,738         | 428,624         |
| Sales of horological instruments                       | 71,078          | 87,925          |
|  | <b>403,816</b>  | 516,549         |

## 4 OTHER INCOME AND OTHER GAIN AND LOSS

|                                      | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--------------------------------------|-----------------|-----------------|
| <b>Other income</b>                  |                 |                 |
| Bank interest income                 | 4,948           | 5,039           |
| Government grants (Note (i))         | 1,152           | 447             |
| Rental income                        | 1,553           | —               |
| Reversal of provision for warranties | 697             | —               |
| Sundry income                        | 231             | —               |
|                                      | <b>8,581</b>    | 5,486           |
| <b>Other gain and loss</b>           |                 |                 |
| Net foreign exchange income          | 152             | 5,938           |

Note:

- (i) Government grants represent various forms of incentives and subsidies granted to the PRC subsidiary by the local authorities. The government grants were unconditional.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 5 (LOSS)/PROFIT BEFORE TAXATION

(Loss)/profit before taxation is arrived at after charging/(crediting):

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| <b>(a) Staff costs:</b>                                |                 |                 |
| Contributions to defined contribution retirement plans | 2,020           | 1,883           |
| Equity-settled share-based payment expenses (note 24)  | —               | 9,419           |
| Salaries, wages and other benefits                     | 45,643          | 42,251          |
|  | <b>47,663</b>   | <b>53,553</b>   |

Pursuant to the relevant labour rules and regulations in the PRC, the PRC subsidiary participates in a defined contribution retirement benefit scheme (the "Defined Contribution Scheme") organised by the PRC municipal government authority in the Fujian province whereby the Group is required to make a contribution at the rate of 18% of the eligible employees' salaries to the Defined Contribution Scheme. The Group has accrued for the required pension fund contributions, which are remitted to the social security office in the Fujian province when the contributions become due. The social security office in the Fujian province is responsible for making the benefit payments to the retired employees covered under the Defined Contribution Scheme.

The Group maintains a mandatory provident fund scheme (the "MPF Scheme") for all qualifying employees in Hong Kong. The Group's and employee's contributions to the MPF Scheme are based on 5% of the employees' relevant income (up to a cap of monthly relevant income of HK\$25,000 and increase to HK\$30,000 since 1 June 2014) and in accordance with the requirements of the Mandatory Provident Fund Schemes Ordinance and related regulations.

The Group has no other material obligation for the payment of pension benefits associated with the two schemes beyond the annual contributions described above.

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| <b>(b) Other items:</b>  |                 |                 |
| Depreciation   | 51,253          | 50,802          |
| Amortisation   | 226             | 227             |
| Recognition of impairment losses on trade and other receivables (note 19(b)) | —               | 59              |
| Research and development costs   | 19,168          | 11,662          |
| (Reversal)/recognition of provision for warranties (note 23)                 | (697)           | 1,685           |
| Auditors' remuneration   | 1,700           | 1,650           |
| Operating lease charges in respect of properties                             | 1,737           | 2,074           |
| Cost of inventories*   | <b>364,801</b>  | <b>412,478</b>  |

\* Cost of inventories includes RMB79,673,000 (2013: RMB61,171,000) relating to staff costs, depreciation and amortisation expenses, amounts of which are also included in the respective total amounts disclosed separately above or in note 5(a) for each of these types of expenses.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 6 INCOME TAX

(a) Income tax in the consolidated statement of profit or loss represents:

|                                     | 2014<br>RMB'000 | 2013<br>RMB'000 |
|-------------------------------------|-----------------|-----------------|
| <b>Current tax — PRC Income Tax</b> |                 |                 |
| Current year                        | 3,502           | 13,528          |
| <b>Deferred tax</b>                 |                 |                 |
| Current year (note 22(b))           | 152             | (217)           |
|                                     | <b>3,654</b>    | <b>13,311</b>   |

- (i) Pursuant to the rules and regulations of the Cayman Islands, the Group is not subject to any income tax in the Cayman Islands.
- (ii) No provision has been made for Hong Kong Profits Tax as the Group does not have assessable profits subject to Hong Kong Profits Tax during the year.
- (iii) Pursuant to the income tax rules and regulations of the PRC, a recognised Advanced and New Technology Enterprise (“ANTE”) that meets the conditions according to the *Notice on Issuance of the Administrative Measures governing the Recognition of Advanced and New Technology Enterprises* issued on 14 April 2008 is entitled to a reduced income tax rate of 15%. Fujian Wide Plus Precision Instrument Co., Ltd. (“Fujian Wide Plus”) was recognised as an ANTE as approved by the relevant authorities.

From 1 January 2008, non-resident enterprises without an establishment or place of business in the PRC or which have an establishment or place of business in the PRC but whose relevant income is not effectively connected with the establishment or a place of business in the PRC, will be subject to withholding tax at the rate of 10% (unless reduced by treaty) on various types of passive income such as dividends derived from sources within the PRC. As Fujian Wide Plus is directly and wholly held by a Hong Kong incorporated subsidiary, a rate of 5% is applicable to the calculation of this withholding tax under the double tax arrangement between Hong Kong and the PRC. Deferred tax liabilities have been recognised for undistributed retained profits of Fujian Wide Plus earned since 1 January 2008 till 30 June 2009 to the extent that the profits are likely to be distributed in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 6 INCOME TAX (continued)

(b) Reconciliation between income tax expense and (loss)/profit before taxation at applicable tax rates:

|   | 2014<br>RMB'000 | 2013<br>RMB'000 |
|---|-----------------|-----------------|
| (Loss)/profit before taxation   | (15,851)        | 49,588          |
| Notional tax on (loss)/profit before taxation, calculated at the rates applicable in the tax jurisdiction concerned | (2,966)         | 11,626          |
| Tax concessions   | (2,334)         | (6,941)         |
| Tax effect of non-taxable revenue   | (144)           | —               |
| Tax effect of non-deductible expenses   | 8,632           | 5,258           |
| Tax effect of temporary differences   | 152             | 3,368           |
| Tax effect of estimated tax losses not recognised   | 314             | —               |
| Actual income tax expense   | 3,654           | 13,311          |

## 7 DIRECTORS' REMUNERATION

Directors' remuneration disclosed pursuant to section 78 of Schedule 11 to the new Hong Kong Companies Ordinance (Cap. 622), with reference to section 161 of the predecessor Hong Kong Companies Ordinance (Cap. 32), is as follows:

### 2014

|  | Fees<br>RMB'000 | Basic salaries,<br>allowances and<br>other benefits<br>in kind<br>RMB'000 | Contributions<br>to retirement<br>benefit<br>scheme<br>RMB'000 | Share-<br>based<br>payments<br>RMB'000 | Bonuses<br>RMB'000 | Total<br>RMB'000 |
|--|-----------------|---|--|--|--------------------|------------------|
| <b>Executive directors</b>                 |                 |   |  |  |                    |                  |
| Mr. Wong Fun Chung                         | —               | 998   | 12   | —                                      | —                  | 1,010            |
| Mr. Zou Chong                              | —               | 465   | —  | —                                      | —                  | 465              |
| Mr. Su Fang Zhong                          | —               | 454   | —  | —                                      | —                  | 454              |
| Mr. Cheung Chuen                           | —               | 724   | 12   | —                                      | —                  | 736              |
| <b>Independent non-executive directors</b> |                 |   |  |  |                    |                  |
| Dr. Hu Guo Qing                            | 95              | —   | —  | —                                      | —                  | 95               |
| Ms. Ji Qin Zhi                             | 95              | —   | —  | —                                      | —                  | 95               |
| Mr. Chan Yuk Hiu, Taylor                   | 95              | —   | —  | —                                      | —                  | 95               |
| <b>Total</b>                               | <b>285</b>      | <b>2,641</b>  | <b>24</b>  | <b>—</b>                               | <b>—</b>           | <b>2,950</b>     |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 7 DIRECTORS' REMUNERATION (continued)

### 2013

|  | Fees<br>RMB'000 | Basic salaries,<br>allowances and<br>other benefits<br>in kind<br>RMB'000 | Contributions<br>to retirement<br>benefit<br>scheme<br>RMB'000 | Share-<br>based<br>payments<br>RMB'000 | Bonuses<br>RMB'000 | Total<br>RMB'000 |
|--|-----------------|---|--|--|--------------------|------------------|
| <b>Executive directors</b>                 |                 |   |  |  |                    |                  |
| Mr. Wong Fun Chung                         | —               | 1,009   | 12   | 193                                    | —                  | 1,214            |
| Mr. Zou Chong                              | —               | 461   | —  | 1,449                                  | —                  | 1,910            |
| Mr. Su Fang Zhong                          | —               | 462   | —  | 1,449                                  | —                  | 1,911            |
| Mr. Cheung Chuen                           | —               | 740   | 12   | 725                                    | —                  | 1,477            |
| <b>Independent non-executive directors</b> |                 |   |  |  |                    |                  |
| Dr. Hu Guo Qing                            | 98              | —   | —  | 48                                     | —                  | 146              |
| Ms. Ji Qin Zhi                             | 98              | —   | —  | 48                                     | —                  | 146              |
| Mr. Chan Yuk Hiu, Taylor                   | 98              | —   | —  | 48                                     | —                  | 146              |
| <b>Total</b>                               | <b>294</b>      | <b>2,672</b>  | <b>24</b>  | <b>3,960</b>                           | <b>—</b>           | <b>6,950</b>     |

## 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS

Of the five individuals with the highest emoluments, four individuals were also directors of the Company (2013: four) whose remuneration is disclosed in note 7 above. The aggregate of the emoluments in respect of the other one individual (2013: one) are as follows:

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| Contributions to retirement benefit scheme | 12              | 12              |
| Salaries and other emoluments              | 383             | 390             |
| Discretionary bonus                        | 31              | 33              |
| Equity-settled share-based payments        | —               | 1,739           |
|  | <b>426</b>      | <b>2,174</b>    |

The emoluments of the remaining individual are within the following bands:

|                              | 2014<br>Number of<br>individuals | 2013<br>Number of<br>individuals |
|------------------------------|----------------------------------|----------------------------------|
| Less than RMB1,000,000       | 1                                | —                                |
| RMB2,000,001 to RMB2,500,000 | —                                | 1                                |
|                              | <b>1</b>                         | <b>1</b>                         |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 8 INDIVIDUALS WITH HIGHEST EMOLUMENTS *(continued)*

For the years ended 30 June 2014 and 2013, no emoluments were paid by the Group to these five highest paid individuals (including the directors and employees), as an inducement to join or upon joining the Group or as compensation for loss of office. In addition, no director waived any emoluments.

## 9 (LOSS)/PROFIT ATTRIBUTABLE TO EQUITY SHAREHOLDERS OF THE COMPANY

The consolidated (loss)/profit attributable to equity shareholders of the Company includes a loss of RMB6,800,000 (2013: loss of RMB19,585,000) which has been dealt with in the financial statements of the Company.

## 10 (LOSS)/EARNINGS PER SHARE

### (a) Basic (loss)/earnings per share

The calculation of basic (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of RMB19,505,000 (2013: profit of RMB36,277,000) and the number of 1,037,500,000 ordinary shares (2013: 1,037,500,000 ordinary shares) in issue during the year.

### (b) Diluted (loss)/earnings per share

The calculation of diluted (loss)/earnings per share is based on the loss attributable to equity shareholders of the Company of RMB19,505,000 (2013: profit of RMB36,277,000) and the weighted average number of ordinary shares in issue adjusted for the potential dilutive effect caused by the share options assuming they were exercised during the year. For the years ended 30 June 2013 and 30 June 2014, the share options had no dilutive effect as the average market price of ordinary shares during the years did not exceed the exercise price of the options.

|  | 2014<br>'000 | 2013<br>'000 |
|--|--------------|--------------|
| Weighted average number of ordinary shares (basic)                       | 1,037,500    | 1,037,500    |
| Effect of deemed issue of shares under the Company's share option scheme | —            | —            |
| Weighted average number of ordinary shares (diluted)                     | 1,037,500    | 1,037,500    |

## 11 SEGMENT REPORTING

The Group manages its businesses by divisions, which are organised by business lines. In a manner consistent with the way in which information is reported internally to the Group's most senior executive management for the purposes of resource allocation and performance assessment, the Group has presented the following two reportable segments. No operating segments have been aggregated to form the following reportable segments.

*Automation instrument and technology products:*

the manufacture and trading of intelligent display instruments, flow accumulate instruments, pressure transmitters and logging control instruments.

*Horological instruments:*

the manufacture and trading of multi-functional all-plastic quartz watch movements.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 11 SEGMENT REPORTING *(continued)*

### (a) Segment results, assets and liabilities

For the purposes of assessing segment performance and allocating resources between segments, the Group's senior executive management, being the chief operating decision maker, monitors the results, assets and liabilities attributable to each reportable segment on the following bases:

Segment assets include all tangible, intangible assets and current assets with the exception of deferred tax assets and other corporate assets. Segment liabilities include trade and other payables, provision for warranties and current tax payable attributable to the individual segments.

Revenue and expenses are allocated to the reportable segments with reference to sales generated by those segments and the expenses incurred by those segments or which otherwise arise from the depreciation or amortisation of assets attributable to those segments.

The measure used for reporting segment (loss)/profit is "adjusted (loss)/profit from operations". To arrive at reportable segment (loss)/profit, the Group's (loss)/profit from operations is adjusted for items not specifically attributed to individual segments, such as head office or corporate administrative expenses. In addition to receiving segment information concerning adjusted (loss)/profit from operations, management is provided with segment information concerning revenue, additions to non-current segment assets, depreciation and amortisation and allowance for doubtful debt.

Information regarding the Group's reportable segments as provided to the Group's most senior executive management for the purposes of resource allocation and assessment of segment performance for the years ended 30 June 2014 and 2013 is set out below.

|   | Automation instrument and technology products |                 | Horological instruments |                 | Total           |                 |
|---|---|-----------------|-------------------------|-----------------|-----------------|-----------------|
|   | 2014<br>RMB'000                               | 2013<br>RMB'000 | 2014<br>RMB'000         | 2013<br>RMB'000 | 2014<br>RMB'000 | 2013<br>RMB'000 |
| Reportable segment revenue  | 332,738                                       | 428,624         | 71,078                  | 87,925          | 403,816         | 516,549         |
| Reportable segment profit/(loss) (adjusted profit/(loss) from operations) | 28,251  | 93,843          | (12,998)                | (6,932)         | 15,253          | 86,911          |

Segment revenue reported above represents revenue generated from external customers. There were no inter-segment sales in the current year (2013: nil).

|                                | Automation instrument and technology products |                               | Horological instruments       |                               | Total                         |                               |
|--------------------------------|---|-------------------------------|-------------------------------|-------------------------------|-------------------------------|-------------------------------|
|                                | At 30 June<br>2014<br>RMB'000                 | At 30 June<br>2013<br>RMB'000 | At 30 June<br>2014<br>RMB'000 | At 30 June<br>2013<br>RMB'000 | At 30 June<br>2014<br>RMB'000 | At 30 June<br>2013<br>RMB'000 |
| Reportable segment assets      | 703,015                                       | 754,223                       | 190,045                       | 197,313                       | 893,060                       | 951,536                       |
| Reportable segment liabilities | 42,489  | 43,668                        | 13,259                        | 4,842                         | 55,748                        | 48,510                        |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 11 SEGMENT REPORTING (continued)

### (b) Reconciliations of reportable segment revenues, profit or loss, assets and liabilities

|   | 2014<br>RMB'000 | 2013<br>RMB'000 |
|---|-----------------|-----------------|
| <b>Revenue</b>                                    |                 |                 |
| Reportable segment revenue                        | 403,816         | 516,549         |
| Turnover  | 403,816         | 516,549         |
| <b>Profit or loss</b>                             |                 |                 |
| Reportable segment profit                         | 15,253          | 86,911          |
| Unallocated head office and corporate expenses    | (31,104)        | (37,323)        |
| (Loss)/profit before taxation                     | (15,851)        | 49,588          |
| <b>Assets</b>                                     |                 |                 |
| Reportable segment assets                         | 893,060         | 951,536         |
| Unallocated head office and corporate assets      | 1,469,167       | 1,418,053       |
| Total assets                                      | 2,362,227       | 2,369,589       |
| <b>Liabilities</b>                                |                 |                 |
| Reportable segment liabilities                    | 55,748          | 48,510          |
| Unallocated head office and corporate liabilities | 63,677          | 61,061          |
| Total liabilities                                 | 119,425         | 109,571         |

### (c) Other segment information

|   | Automation instrument and<br>technology products |                 | Horological instruments |                 |
|---|--|-----------------|-------------------------|-----------------|
|   | 2014<br>RMB'000                                  | 2013<br>RMB'000 | 2014<br>RMB'000         | 2013<br>RMB'000 |
| Depreciation and amortisation                             | 40,017   | 33,868          | 8,784                   | 15,166          |
| Addition to non-current<br>segment assets during the year | 59,645   | 47,122          | 12,802                  | 14,220          |
| Allowance for doubtful debt                               | —  | —               | 341                     | 352             |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 11 SEGMENT REPORTING *(continued)*

### (d) Geographical segments

The following table sets out information about the geographical location of (i) the Group's revenue from external customers and (ii) the Group's property, plant and equipment, investment properties, interests in leasehold land held for own use under operating leases, deposits for the purchase of property, plant and equipment and interests in a joint venture ("specified non-current assets"). The geographical location of customers is based on the location at which the goods were delivered. The geographical location of the specified non-current assets is based on the physical location of the asset.

|                           | Revenues from external customers |                 | Specified non-current assets  |                               |
|---------------------------|----------------------------------|-----------------|-------------------------------|-------------------------------|
|                           | 2014<br>RMB'000                  | 2013<br>RMB'000 | At 30 June<br>2014<br>RMB'000 | At 30 June<br>2013<br>RMB'000 |
| Hong Kong                 | 9,854                            | 14,710          | 502                           | 850                           |
| PRC (excluding Hong Kong) | 393,962                          | 501,839         | 693,373                       | 665,026                       |
|                           | 403,816                          | 516,549         | 693,875                       | 665,876                       |

### (e) Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group is as follows:

|            | 2014<br>RMB'000 | 2013<br>RMB'000 |
|------------|-----------------|-----------------|
| Customer A | 61,575          | 74,322          |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 12 PROPERTY, PLANT AND EQUIPMENT

### The Group

|   | Plant and<br>machineries<br>RMB'000 | Buildings<br>RMB'000 | Leasehold<br>improvements<br>RMB'000 | Motor<br>vehicles<br>RMB'000 | Furniture<br>and fixtures<br>RMB'000 | Total<br>RMB'000 |
|---|-------------------------------------|----------------------|--------------------------------------|------------------------------|--------------------------------------|------------------|
| <b>Cost:</b>  |                                     |                      |                                      |                              |                                      |                  |
| At 1 July 2012                                      | 325,752                             | 325,384              | 12,474                               | 2,789                        | 8,870                                | 675,269          |
| Additions   | 10,240                              | 11,777               | 220                                  | —                            | 1,759                                | 23,996           |
| Transfer from construction in<br>progress (note 14) | —                                   | 31,131               | 8,194                                | —                            | —                                    | 39,325           |
| Disposal  | —                                   | —                    | (348)                                | —                            | —                                    | (348)            |
| Exchange adjustment                                 | —                                   | —                    | (10)                                 | —                            | (38)                                 | (48)             |
| At 30 June 2013                                     | 335,992                             | 368,292              | 20,530                               | 2,789                        | 10,591                               | 738,194          |
| At 1 July 2013                                      | 335,992                             | 368,292              | 20,530                               | 2,789                        | 10,591                               | 738,194          |
| Additions   | 12,594                              | 398                  | 522                                  | —                            | 292                                  | 13,806           |
| Transfer from construction in<br>progress (note 14) | —                                   | 59,853               | 1,316                                | —                            | —                                    | 61,169           |
| Transfer to investment properties<br>(note 13)      | —                                   | (12,176)             | —                                    | —                            | —                                    | (12,176)         |
| Exchange adjustment                                 | —                                   | —                    | (1)                                  | —                            | (5)                                  | (6)              |
| At 30 June 2014                                     | 348,586                             | 416,367              | 22,367                               | 2,789                        | 10,878                               | 800,987          |
| <b>Accumulated depreciation:</b>                    |                                     |                      |                                      |                              |                                      |                  |
| At 1 July 2012                                      | 62,900                              | 4,074                | 4,244                                | 840                          | 3,730                                | 75,788           |
| Charge for the year                                 | 29,741                              | 16,273               | 3,103                                | 251                          | 1,434                                | 50,802           |
| Disposal  | —                                   | —                    | (348)                                | —                            | —                                    | (348)            |
| Exchange adjustment                                 | —                                   | —                    | (12)                                 | —                            | (17)                                 | (29)             |
| At 30 June 2013                                     | 92,641                              | 20,347               | 6,987                                | 1,091                        | 5,147                                | 126,213          |
| At 1 July 2013                                      | 92,641                              | 20,347               | 6,987                                | 1,091                        | 5,147                                | 126,213          |
| Charge for the year                                 | 28,669                              | 16,770               | 4,083                                | 251                          | 1,480                                | 51,253           |
| Transfer to investment properties<br>(note 13)      | —                                   | (405)                | —                                    | —                            | —                                    | (405)            |
| Exchange adjustment                                 | —                                   | —                    | (1)                                  | —                            | (2)                                  | (3)              |
| At 30 June 2014                                     | 121,310                             | 36,712               | 11,069                               | 1,342                        | 6,625                                | 177,058          |
| <b>Net book value:</b>                              |                                     |                      |                                      |                              |                                      |                  |
| At 30 June 2013                                     | 243,351                             | 347,945              | 13,543                               | 1,698                        | 5,444                                | 611,981          |
| At 30 June 2014                                     | 227,276                             | 379,655              | 11,298                               | 1,447                        | 4,253                                | 623,929          |



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 13 INVESTMENT PROPERTIES

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| At 1 July 2013/2012  | 35,665          | —               |
| Acquisitions   | 2,859           | 30,623          |
| Transfer from property, plant and equipment (note 12) and interests in leasehold land held for own use under operating lease (note 15) | 20,353          | —               |
| Fair value gain  | 371             | 5,042           |
| At 30 June 2014/2013   | 59,248          | 35,665          |

Investment properties represent office premises, an apartment and car-parking spaces located in Fuzhou, the PRC, under medium-term lease and are held for rental purpose.

During the year ended 30 June 2014, due to the change of intention of holding certain properties, properties recognised as property, plant and equipment and the relevant leasehold land of RMB11,771,000 and RMB5,596,000 respectively at the date of transfer, were transferred to investment properties, and the increase in carrying amount of RMB2,986,000 at the date of transfer was recognised in equity as revaluation reserve.

The fair values of the Group's investment properties at the date of transfer, 30 June 2014 and 2013 have been arrived at on the basis of a valuation carried out by an independent firm of professional valuer not connected with the Group.

The fair values of the Group's investment properties at the date of transfer and 30 June 2014 were determined based on market comparison approach assuming sales of the property interest in its existing state and making references to comparable market observable transactions of similar properties with adjustments made for size, location, time, amenities and other relevant factors when comparing such sales against the investment properties.

The fair values of the Group's investment properties at 30 June 2013 were determined by reference to net rental income allowing for reversionary income potential using the applicable market yields for the respective locations and types of properties as the discount rates.

The valuer considers that it is more appropriate to change the valuation method from income approach to market comparison approach in the current year, because it was believed that this would reflect the fair value of the investment properties better and more objectively with comparable market data available.

The following table shows the valuation techniques used in the determination of fair values of the investment properties and unobservable inputs used in the valuation models as at 30 June 2014.

| Date               | Fair value    | Fair value hierarchy | Valuation techniques       | Unobservable input   | Range of significant input              | Relationship of inputs to fair value                                |
|--------------------|---------------|----------------------|----------------------------|--|---|---|
| As at 30 June 2014 | RMB59,248,000 | Level 3              | Market comparison approach | Adjusted transaction price to reflect market value of similar or substitute properties, including office and apartment | RMB25,190 to RMB27,187 per square meter | The higher the adjusted transaction price the higher the fair value |

There were no transfers into or out of level 3 during the year.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 14 CONSTRUCTION IN PROGRESS

|   | <b>The Group</b><br>RMB'000 |
|---|-----------------------------|
| At 1 July 2012                                      | —                           |
| Additions   | 39,325                      |
| Transfer to property, plant and equipment (note 12) | (39,325)                    |
| At 30 June 2013                                     | —                           |
| At 1 July 2013                                      | —                           |
| Additions   | 61,169                      |
| Transfer to property, plant and equipment (note 12) | (61,169)                    |
| At 30 June 2014                                     | —                           |

Construction in progress comprises costs incurred on plant and machineries and buildings not yet completed at the end of respective reporting periods.

## 15 INTERESTS IN LEASEHOLD LAND HELD FOR OWN USE UNDER OPERATING LEASES

|  | <b>The Group</b>       |                 |
|--|------------------------|-----------------|
|  | <b>2014</b><br>RMB'000 | 2013<br>RMB'000 |
| <b>Cost:</b>   |                        |                 |
| At 1 July 2013/2012  | <b>16,252</b>          | 10,656          |
| Additions  | —                      | 5,596           |
| Transfer to investment properties (note 13)  | <b>(5,596)</b>         | —               |
| At 30 June 2014/2013   | <b>10,656</b>          | 16,252          |
| <b>Accumulated amortisation:</b>   |                        |                 |
| At 1 July 2013/2012  | <b>795</b>             | 568             |
| Charge for the year  | <b>226</b>             | 227             |
| At 30 June 2014/2013   | <b>1,021</b>           | 795             |
| <b>Net book value:</b>   |                        |                 |
| At 30 June 2014/2013   | <b>9,635</b>           | 15,457          |
|  | <b>2014</b><br>RMB'000 | 2013<br>RMB'000 |
| <b>Representing:</b>   |                        |                 |
| Non-current portion  | <b>9,409</b>           | 15,066          |
| Current portion included in "Other prepayments, deposits and receivables"<br>(note 19) | <b>226</b>             | 391             |
|  | <b>9,635</b>           | 15,457          |

Interests in leasehold land held for own use under operating leases represent payments for land use rights in the PRC with lease term expiring in 2056.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 16 INTERESTS IN SUBSIDIARIES

|                               | <b>The Company</b> |         |
|-------------------------------|--------------------|---------|
|                               | <b>2014</b>        | 2013    |
|                               | <b>RMB'000</b>     | RMB'000 |
| Unlisted equities, at cost    | <b>342</b>         | 342     |
| Amounts due from subsidiaries | <b>862,018</b>     | 872,053 |
|                               | <b>862,360</b>     | 872,395 |

The amounts due from subsidiaries are unsecured, interest-free and have no fixed terms of repayment. In the opinion of the directors, the amounts due from subsidiaries will not be repaid within twelve months from the end of the reporting period and are, therefore, presented in the statement of financial position as non-current.

Details of the Company's subsidiaries at 30 June 2014 are as follows:

| Name of subsidiary  | Place of incorporation/ establishment and operation | Particulars of issued and fully paid up share capital/ registered capital | Attributable equity interest |          | Principal activities  |
|---|---|---|------------------------------|----------|---|
|   |   |   | Direct                       | Indirect |   |
| Wide Plus High Precision Automation Limited ("Wide Plus")             | Hong Kong   | 10,000 shares of HK\$1 each   | 100%                         | —        | Investment holding  |
| Fujian Wide Plus Precision Instrument Co., Ltd. ("Fujian Wide Plus")* | PRC   | RMB725,212,463  | —                            | 100%     | Manufacture and sale of high precision industrial automation instrument and technology products and multi-functional all plastic quartz watch movements |

\* Fujian Wide Plus is a wholly foreign owned enterprise established in the PRC. The English translation of the company name is for reference only. The official name of Fujian Wide Plus is in Chinese.

Subsequent to the end of the reporting period, Wide Plus, the subsidiary of the Company, increased its investment in Fujian Wide Plus to RMB813,714,103.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 17 INTERESTS IN A JOINT VENTURE

|   | The Group       |                 |
|---|-----------------|-----------------|
|   | 2014<br>RMB'000 | 2013<br>RMB'000 |
| At 1 July 2013/2012                         | 2,286           | 3,072           |
| Share of post-acquisition loss for the year | (81)            | (786)           |
| Disposal                                    | (2,205)         | —               |
| At 30 June 2014/2013                        | —               | 2,286           |

Details of the group's interest in the joint venture at 30 June 2013 were as follows:

| Name of joint venture  | Place of incorporation/ establishment and operation | Registered capital paid | Proportion of ownership interest |                     |                      | Principal activities  |
|--|---|-------------------------|----------------------------------|---------------------|----------------------|---|
|  |   |                         | Group effective interest         | Held by the company | Held by a subsidiary |   |
| Baotou Wideplus High Precision Automation Ltd. ("Baotou Wideplus") | PRC   | RMB6,072,000            | 49%                              | —                   | 49%                  | Manufacture and sale of high precision industrial automation instrument and technology products and industrial automation system integrator |

According to the joint venture contract dated 13 April 2013 entered into between the Group and 包鋼綜合企業（集團）公司（“包鋼”），the share of the total investment costs of the Group and 包鋼 are 49% and 51% respectively.

On 15 November 2013, the Group entered into an agreement (“Agreement”) with an independent third party. Pursuant to this Agreement, the Group disposed its entire interest in Baotou Wideplus for a cash consideration of HK\$3,750,000 (equivalent to RMB3,055,000). The Group recognised a gain on disposal of the joint venture amounting to RMB850,000 in profit or loss for the year.

The summarised financial information in respect of Baotou Wideplus as at 30 June 2013 is set out below:

|  | 2013<br>RMB'000 |
|--|-----------------|
| Non-current assets                                   | 140             |
| Current assets                                       | 5,010           |
| Current liabilities                                  | (714)           |
| Net current assets                                   | 4,296           |
| Non-current liabilities                              | —               |
| Net assets   | 4,436           |
| The Group's share of net assets of the joint venture | 2,174           |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 17 INTERESTS IN A JOINT VENTURE (continued)

|  | 1/7/2013–<br>15/11/2013<br>RMB'000 | 1/7/2012–<br>30/6/2013<br>RMB'000 |
|--|------------------------------------|-----------------------------------|
| Income   | 1,277                              | 11                                |
| Expenses   | (1,443)                            | (1,616)                           |
| Loss for the period/year   | (166)                              | (1,605)                           |
| The Group's share of loss of the joint venture for the period/year | (81)                               | (786)                             |

## 18 INVENTORIES

(a) Inventories in the consolidated statement of financial position comprise:

|                               | <b>The Group</b> |                 |
|-------------------------------|------------------|-----------------|
|                               | 2014<br>RMB'000  | 2013<br>RMB'000 |
| Raw materials and consumables | 30,558           | 35,483          |
| Work in progress              | 6,917            | 15,071          |
| Finished goods                | 18,724           | 13,399          |
|                               | <b>56,199</b>    | 63,953          |

(b) An analysis of the amount of inventories recognised as an expense and included in consolidated statement of profit or loss is as follows:

|                          | <b>The Group</b> |                 |
|--------------------------|------------------|-----------------|
|                          | 2014<br>RMB'000  | 2013<br>RMB'000 |
| Cost of inventories sold | 364,801          | 412,478         |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 19 TRADE AND OTHER RECEIVABLES

|   | <b>The Group</b> |         |
|---|------------------|---------|
|   | <b>2014</b>      | 2013    |
|   | <b>RMB'000</b>   | RMB'000 |
| Trade receivables                               | <b>208,300</b>   | 264,638 |
| Less: Allowance for doubtful debts (note 19(b)) | <b>(341)</b>     | (352)   |
|   | <b>207,959</b>   | 264,286 |
| Other prepayments, deposits and receivables     | <b>1,495</b>     | 1,503   |
|   | <b>209,454</b>   | 265,789 |

The following is an analysis of trade receivables by age, presented based on the invoice date, which approximates the respective revenue recognition dates.

|              | <b>2014</b>    | 2013    |
|--------------|----------------|---------|
|              | <b>RMB'000</b> | RMB'000 |
| 0–60 days    | <b>76,804</b>  | 95,903  |
| 61–120 days  | <b>74,164</b>  | 89,984  |
| 121–180 days | <b>56,991</b>  | 78,399  |
|              | <b>207,959</b> | 264,286 |

All of the trade and other receivables are expected to be recovered or recognised as an expense within one year. The Group's credit policy is set out in note 26(a). The Group generally grants credit periods of 120 days to 180 days from the date of billing to its customers.

### (a) Ageing analysis

An ageing analysis of trade receivables (net of allowance for doubtful debts) at the end of the reporting periods are as follows:

|   | <b>The Group</b> |         |
|---|------------------|---------|
|   | <b>2014</b>      | 2013    |
|   | <b>RMB'000</b>   | RMB'000 |
| Neither past due nor impaired (current) | <b>207,959</b>   | 264,286 |
| Less than 1 month past due              | —                | —       |
| 1 to 3 months past due                  | —                | —       |
| Amounts past due                        | —                | —       |
|   | <b>207,959</b>   | 264,286 |

Receivables that were neither past due nor impaired relate to a wide range of customers for whom there was no recent history of default.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 19 TRADE AND OTHER RECEIVABLES *(continued)*

### (b) Impairment of trade receivables

Impairment losses in respect of trade receivables are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly (see note 1(l)).

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

|                                 | 2014<br>RMB'000 | 2013<br>RMB'000 |
|---------------------------------|-----------------|-----------------|
| At 1 July 2013/2012             | 352             | 293             |
| Exchange difference             | (11)            | —               |
| Write-back of impairment losses | —               | (293)           |
| Impairment loss recognised      | —               | 352             |
| At 30 June 2014/2013            | 341             | 352             |

The individually impaired receivables related to customers and other third parties that were in financial difficulties and management assessed that only a portion of the receivables are expected to be recovered. Consequently, specific allowances for doubtful debts of RMB341,000 (2013: RMB352,000) were recognised. The Group does not hold any collateral over these balances.

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| Age of impaired trade receivables overdue by |                 |                 |
| 0–60 days                                    | —               | 19              |
| 61–120 days                                  | —               | —               |
| over 120 days                                | 341             | 333             |
| Total  | 341             | 352             |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 20 CASH AND CASH EQUIVALENTS

(a) Cash and cash equivalents comprise:

|                          | The Group       |                 | The Company     |                 |
|--------------------------|-----------------|-----------------|-----------------|-----------------|
|                          | 2014<br>RMB'000 | 2013<br>RMB'000 | 2014<br>RMB'000 | 2013<br>RMB'000 |
| Cash at bank and in hand | 1,400,236       | 1,371,402       | 703             | 478             |
|                          | 1,400,236       | 1,371,402       | 703             | 478             |

(b) Reconciliation of (loss)/profit before taxation to cash generated from operations:

|   | Note | 2014<br>RMB'000 | 2013<br>RMB'000 |
|---|------|-----------------|-----------------|
| (Loss)/profit before taxation   |      | (15,851)        | 49,588          |
| Adjustments for:  |      |                 |                 |
| — Depreciation  | 5(b) | 51,253          | 50,802          |
| — Amortisation  | 5(b) | 226             | 227             |
| — Interest income   | 4    | (4,948)         | (5,039)         |
| — Equity-settled share-based payment expenses                             | 5(a) | —               | 9,419           |
| — Recognition of provision for doubtful debts                             | 5(b) | —               | 59              |
| — Reversal of over-provided trade payables                                |      | —               | (165)           |
| — Fair value gain of investment properties                                | 13   | (371)           | (5,042)         |
| — Share of loss of a joint venture  | 17   | 81              | 786             |
| — Gain on disposal of interest in a joint venture                         | 17   | (850)           | —               |
| — Unrealised exchange differences   |      | (699)           | (5,707)         |
| — (Reversal)/recognition of provision for warranties                      | 23   | (697)           | 1,685           |
| <b>Operating profit before changes in working capital</b>                 |      | <b>28,144</b>   | <b>96,613</b>   |
| Decrease in inventories   |      | 7,754           | 10,804          |
| Decrease in trade and other receivables                                   |      | 56,169          | 172,353         |
| Increase in deposits for the purchase of property,<br>plant and equipment |      | (1,069)         | —               |
| Increase/(decrease) in trade and other payables                           |      | 10,794          | (42,281)        |
| Cash generated from operations  |      | 101,792         | 237,489         |

(c) As at 30 June 2014, the balances that were placed with banks in the PRC and included in the cash and cash equivalents above amounted to RMB1,395,415,000 (2013: RMB1,365,475,000). Remittance of funds out of the PRC is subject to the exchange restrictions imposed by the PRC government.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 21 TRADE AND OTHER PAYABLES

|                             | The Group       |                 | The Company     |                 |
|-----------------------------|-----------------|-----------------|-----------------|-----------------|
|                             | 2014<br>RMB'000 | 2013<br>RMB'000 | 2014<br>RMB'000 | 2013<br>RMB'000 |
| Trade payables              | 54,186          | 46,252          | —               | —               |
| Other payables and accruals | 45,645          | 42,792          | 1,700           | 1,661           |
|                             | 99,831          | 89,044          | 1,700           | 1,661           |

Included in trade and other payables are trade payables with the following ageing analysis at the end of the reporting periods. The credit periods granted by various suppliers are generally 120 days.

|  | The Group       |                 |
|--|-----------------|-----------------|
|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
| Due within 1 month or on demand        | 470             | 185             |
| Due after 1 month but within 3 months  | 24,720          | 20,883          |
| Due after 3 months but within 6 months | 28,996          | 25,184          |
|  | 54,186          | 46,252          |

All of the trade and other payables are expected to be settled within one year.

## 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION

### (a) Current taxation in the consolidated statement of financial position represents:

|                                  | The Group       |                 |
|----------------------------------|-----------------|-----------------|
|                                  | 2014<br>RMB'000 | 2013<br>RMB'000 |
| Provision for the PRC Income Tax | —               | 282             |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 22 INCOME TAX IN THE CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

### (b) Deferred tax assets/(liabilities) recognised:

|  | Impairment<br>of assets<br>and<br>provisions<br>RMB'000 | Accelerated tax<br>depreciation<br>RMB'000 | The Group<br>Undistributed<br>profits of<br>the PRC<br>subsidiary<br>RMB'000 | Total<br>RMB'000 |
|--|---|--|--|------------------|
| Deferred tax arising from:   |   |  |  |                  |
| At 1 July 2012   | 2,433   | (442)                                      | (17,625)   | (15,634)         |
| Credited/(charged) to consolidated statement of<br>profit or loss (Note 6(a))              | 263   | (46)                                       | —  | 217              |
| At 30 June 2013  | 2,696   | (488)                                      | (17,625)   | (15,417)         |
| At 1 July 2013   | 2,696   | (488)                                      | (17,625)   | (15,417)         |
| (Charged)/credited to consolidated statement of<br>profit or loss (Note 6(a))              | (233)   | 81   | —  | (152)            |
| At 30 June 2014  | 2,463   | (407)                                      | (17,625)   | (15,569)         |
|  |   |  | <b>2014</b>  | 2013             |
|  |   |  | <b>RMB'000</b>   | RMB'000          |
| Deferred tax assets recognised on the consolidated statement of<br>financial position      |   |  | <b>2,463</b>   | 2,569            |
| Deferred tax liabilities recognised on the consolidated statement of<br>financial position |   |  | <b>(18,032)</b>  | (17,986)         |
|  |   |  | <b>(15,569)</b>  | (15,417)         |

### (c) Deferred tax not recognised:

At 30 June 2014, temporary differences relating to the undistributed profits of the Group's PRC subsidiary amounted to RMB1,315,873,000 (2013: RMB1,298,021,000). During the period from 1 July 2009 to 30 June 2014, deferred tax liabilities of RMB48,167,000 (for the period from 1 July 2009 to 30 June 2013: RMB47,275,000) have not been recognised in respect of the tax that would be payable on the distribution of these retained profits as the Company controls the dividend policy of the PRC subsidiary and the directors have determined that a portion of these profits will not be distributed in the foreseeable future.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 23 PROVISION FOR WARRANTIES

|   | <b>The Group</b><br>RMB'000 |
|---|-----------------------------|
| At 1 July 2012                            | 574                         |
| Additional provision made                 | 1,685                       |
| At 30 June 2013                           | 2,259                       |
| At 1 July 2013                            | 2,259                       |
| Reversal of provision made in prior years | (697)                       |
| At 30 June 2014                           | 1,562                       |

Under the terms of the Group's sales agreements, the Group will rectify any product defects arising within 18 months of delivery of automation instrument and technology products to customers. Provision is therefore made for the best estimate of the expected settlements under these agreements in respect of sales made prior to the end of the reporting period. The amount of provision takes into account the Group's recent claim experience and provision is only made where a warranty claim is probable.

## 24 EQUITY-SETTLED SHARE-BASED PAYMENTS

Pursuant to the shareholder's written resolution passed on 28 October 2009, the Company has adopted a share option scheme (the "Scheme") whereby the directors of the Company are authorised, at their discretion, to invite any directors and employees of the Group, to take up options to subscribe for the shares of the Company. The Scheme will remain in force for a period of 10 years from the effective date of such scheme and will expire on 13 November 2019.

Under the Scheme, the directors may at their discretion to grant options to (i) any employee of any member of the Group or any entity in which any member of the Group holds any equity interest (the "Invested Entity"); (ii) any executive and non-executive directors of any member of the Group or any Invested Entity; (iii) any supplier and customer of any member of the Group or any Invested Entity; (iv) any person or entity that provides research, development or other technological support to any member of the Group or any Invested Entity; (v) any shareholder of any member of the Group or any Invested Entity or any holder of any securities issued or proposed to be issued by any member of the Group or any Invested Entity; or (vi) any adviser or consultant of any member of the Group or any Invested Entity to subscribe for the shares of the Company.

The maximum number of shares in respect to which options may be granted under the Scheme shall not exceed 10% of the issued share capital of the Company on the date of adopting the Scheme. The limit may be refreshed at any time provided that the new limit must not be in aggregate exceed 10% of the issued share capital of the Company as at the date of the shareholders' approval in general meeting. However, the total number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other scheme of the Company must not in aggregate exceed 30% of the shares in issue from time to time.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 24 EQUITY-SETTLED SHARE-BASED PAYMENTS *(continued)*

The maximum number of shares in respect of which options may be granted to any individual in any 12-month period shall not exceed 1% of the shares in issue on the last date of such 12-month period unless approval of the shareholders of the Company has been obtained in accordance with the Listing Rules. A nominal consideration of HK\$1 is payable on acceptance of the grant of an option.

Options may be exercised at any time from the date of grant of the option to the 10th anniversary of the date of grant as may be determined by the directors. The exercise price is determined by the directors, and will not be less than the highest of (i) the closing price per share as stated in the Stock Exchange's daily quotations sheets on the date of the grant of the options; (ii) the average closing price per share as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date of the grant of the options; or (iii) the nominal value of a share.

Each option gives the holder the right to subscribe for one ordinary share in the Company and is settled gross in shares. No share options were granted to the Company's directors and employees during the years ended 30 June 2014 and 30 June 2013.

**(a) The terms and conditions of the grants are as follows:**

| Date of grant                 |       | Number of<br>options granted | Vesting conditions                     | Contractual life<br>of options |
|-------------------------------|-------|------------------------------|--|--------------------------------|
| Options granted to directors: |       |                              |  |                                |
| 18 March 2011                 | Lot 1 | 4,920,000                    | 0.5 month after<br>the date of grant   | 5 years                        |
| 18 March 2011                 | Lot 2 | 4,920,000                    | 12.5 months after<br>the date of grant | 5 years                        |
| 18 March 2011                 | Lot 3 | 6,560,000                    | 24.5 months after<br>the date of grant | 5 years                        |
| Options granted to employees: |       |                              |  |                                |
| 18 March 2011                 | Lot 1 | 6,780,000                    | 0.5 month after<br>the date of grant   | 5 years                        |
| 18 March 2011                 | Lot 2 | 6,780,000                    | 12.5 months after<br>the date of grant | 5 years                        |
| 18 March 2011                 | Lot 3 | 9,040,000                    | 24.5 months after<br>the date of grant | 5 years                        |
|                               |       | 39,000,000                   |  |                                |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 24 EQUITY-SETTLED SHARE-BASED PAYMENTS *(continued)*

(b) The share options outstanding at the end of the reporting period have a weighted average remaining contractual life of 1.71 years (2013: 2.71 years).

(c) **The number and weighted average exercise price of share options are as follows:**

|   | Weighted average<br>exercise price | Number of<br>options<br>'000 |
|---|------------------------------------|------------------------------|
| Outstanding at 1 July 2012, 30 June 2013 and 30 June 2014 | HK\$5.6                            | 39,000                       |

(d) **Fair value of share options and assumptions**

The fair value of services received in return for share options granted is measured by reference to the fair value of share options granted. The estimate of the fair value of the share options granted is measured based on a Black-Scholes-Merton Option Pricing Model. The contractual life of the share option is used as an input into this model. Expectations of early exercise are incorporated into the Black-Scholes-Merton Option Pricing Model.

### *Fair value of share options and assumptions*

|                                       | Lot 1     | Lot 2   | Lot 3     |
|---------------------------------------|-----------|---------|-----------|
| Fair value at measurement date (HK\$) | 1.73789   | 1.88545 | 2.01633   |
| Share price (HK\$)                    | 5.5       | 5.5     | 5.5       |
| Exercise price (HK\$)                 | 5.6       | 5.6     | 5.6       |
| Expected volatility                   | 53.67%    | 53.67%  | 53.67%    |
| Expected option life                  | 2.5 years | 3 years | 3.5 years |
| Expected dividends                    | 0.95%     | 0.95%   | 0.95%     |
| Risk-free rate                        | 0.77%     | 0.95%   | 1.14%     |

The expected volatility is based on the historic volatility (calculated based on the weighted average remaining life of the share options), adjusted for any expected changes to future volatility based on publicly available information. Expected dividends are based on historical dividends. Changes in the subjective input assumptions could materially affect the fair value estimate.

Share options were granted under a service condition. This condition has not been taken into account in the grant date fair value measurement of the services received. There were no market conditions associated with the grants of the share options.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 25 CAPITAL, RESERVES AND DIVIDENDS

### (a) Movement in components of equity

The reconciliation between the opening and closing balances of each component of the Group's consolidated equity is set out in the consolidated statement of changes in equity. Details of the changes in the Company's individual components of equity between the beginning and the end of the year are set out below:

|                                       | Share<br>capital<br>RMB'000 | Share<br>premium<br>RMB'000 | Share-<br>based<br>payment<br>reserve<br>RMB'000 | Exchange<br>reserve<br>RMB'000 | Accumulated<br>losses<br>RMB'000 | Total<br>equity<br>RMB'000 |
|---------------------------------------|-----------------------------|-----------------------------|--|--------------------------------|----------------------------------|----------------------------|
| <b>Balance at 1 July 2012</b>         | 91,360                      | 958,076                     | 78,841   | (73,140)                       | (131,473)                        | 923,664                    |
| <b>Changes in equity for the year</b> |                             |                             |  |                                |                                  |                            |
| Loss for the year                     | —                           | —                           | —  | —                              | (19,585)                         | (19,585)                   |
| Other comprehensive expense           | —                           | —                           | —  | (25,287)                       | —                                | (25,287)                   |
| Total comprehensive expense           | —                           | —                           | —  | (25,287)                       | (19,585)                         | (44,872)                   |
| Dividend declared and paid            | —                           | (16,999)                    | —  | —                              | —                                | (16,999)                   |
| Equity settled share-based payments   | —                           | —                           | 9,419  | —                              | —                                | 9,419                      |
| Balance at 30 June 2013               | 91,360                      | 941,077                     | 88,260   | (98,427)                       | (151,058)                        | 871,212                    |
| <b>Balance at 1 July 2013</b>         | <b>91,360</b>               | <b>941,077</b>              | <b>88,260</b>                                    | <b>(98,427)</b>                | <b>(151,058)</b>                 | <b>871,212</b>             |
| <b>Changes in equity for the year</b> |                             |                             |  |                                |                                  |                            |
| Loss for the year                     | —                           | —                           | —  | —                              | (6,800)                          | (6,800)                    |
| Other comprehensive expense           | —                           | —                           | —  | (3,049)                        | —                                | (3,049)                    |
| Total comprehensive expense           | —                           | —                           | —  | (3,049)                        | (6,800)                          | (9,849)                    |
| Balance at 30 June 2014               | 91,360                      | 941,077                     | 88,260   | (101,476)                      | (157,858)                        | 861,363                    |

### (b) Dividends

Dividends payable to equity shareholders of the Company attributable to the year:

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| No dividend proposed after the end of the reporting period (2013: Nil) | —               | —               |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 25 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

### (c) Authorised and issued share capital

There was no movements of the authorised share capital of the Company during the years ended 30 June 2013 and 2014:

|   | Par value | Number     | Nominal value of |         |
|---|-----------|------------|------------------|---------|
|   | HK\$      | of shares  | ordinary shares  |         |
|   |           | '000       | HK\$'000         | RMB'000 |
| <b>Authorised:</b>                            |           |            |                  |         |
| At 1 July 2012, 30 June 2013 and 30 June 2014 | 0.1       | 10,000,000 | 1,000,000        | 880,500 |

There was no movement in the Company's issued share capital during the years ended 30 June 2013 and 2014:

|   | Par value | Number    | Nominal value      |         |
|---|-----------|-----------|--------------------|---------|
|   | HK\$      | of shares | of ordinary shares |         |
|   |           | '000      | HK\$'000           | RMB'000 |
| <b>Issued and fully paid:</b>                 |           |           |                    |         |
| At 1 July 2012, 30 June 2013 and 30 June 2014 | 0.1       | 1,037,500 | 103,750            | 91,360  |

Note:

- (i) As at 30 June 2014, the holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company. All ordinary shares rank equally with regard to the Company's residual assets.

### (d) Nature and purpose of reserve

#### (i) Share premium

In accordance with the Companies Law of the Cayman Islands, the share premium account is distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business. The share premium may also be distributed in the form of fully paid bonus shares.

#### (ii) Surplus reserve

Pursuant to applicable PRC regulations, the PRC subsidiary of the Group are required to appropriate 10% of their after-tax-profit (after offsetting prior year losses) to the statutory reserve until the reserve reaches 50% of the registered capital. The transfer to the reserve must be made before distribution of dividends to equity holders. The statutory reserve can be used, upon approval by the relevant authorities to offset the accumulated losses or to increase the registered capital of the subsidiary, provided that the balance of the reserve after such increase is not less than 25% of its registered capital.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 25 CAPITAL, RESERVES AND DIVIDENDS *(continued)*

### (d) Nature and purpose of reserve *(continued)*

#### (iii) *Share-based payment reserve*

Share-based payment reserve represents the fair value of employee services in respect of share options granted to certain directors and employees of the Group that has been recognised in accordance with the accounting policy adopted for share-based payments in note 1(n)(iii).

#### (iv) *Other reserve*

Other reserve arisen from the Group's reorganisation completed on 3 April 2008.

#### (v) *Revaluation reserve*

Revaluation reserve represents the difference between the fair value and carrying amount of the properties at the date of transferring the property, plant and equity to investment properties.

#### (vi) *Exchange reserve*

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of operations outside the PRC which are dealt with in accordance with the accounting policies set out in note 1(r).

#### (vii) *Distributable reserve*

At 30 June 2014, the aggregate amounts of distributable reserves available for distribution to the equity shareholders of the Company, including the distributable amounts disclosed in note 25(d)(i) were RMB783,219,000 (2013: RMB790,020,000). After the end of the reporting period, the directors did not propose a dividend (2013: Nil).

### (e) Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

The Group defines "capital" as including all components of equity plus advance from shareholders with no fixed terms of repayment, less unaccrued proposed dividends. On this basis, the amount of capital employed at 30 June 2014 was RMB2,242,802,000 (2013: RMB2,260,018,000).

The Group's capital structure is regularly reviewed and managed with due regard to the capital management practices of the Group. Adjustments are made to the capital structure in light of changes in economic conditions affecting the Group, to the extent that these do not conflict with the directors' fiduciary duties towards the Group or the requirements of the company laws of the jurisdictions concerned for each of the entities comprising the Group. The results of the directors' review of the Group's capital structure are used as a basis for the determination of the level of dividends, if any, that are declared.

Neither the Company nor any of its subsidiaries are subject to externally imposed capital requirements.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 26 FINANCIAL INSTRUMENTS

### Category of financial instruments

|  | The Group       |                 | The Company     |                 |
|--|-----------------|-----------------|-----------------|-----------------|
|  | 2014<br>RMB'000 | 2013<br>RMB'000 | 2014<br>RMB'000 | 2013<br>RMB'000 |
| <b>Financial asset</b>                                     |                 |                 |                 |                 |
| Loans and receivables (including cash and cash equivalent) | 1,609,690       | 1,637,191       | 703             | 478             |
| <b>Financial liabilities</b>                               |                 |                 |                 |                 |
| Financial liabilities measured at amortised cost           | 99,831          | 89,044          | 1,700           | 1,661           |

### Financial Risk Management and Fair Values

Exposure to credit, liquidity, interest rate, commodity price, supply and foreign currency risks arises in the normal course of the Group's business. These risks are managed by the Group's financial risk management policies and practices described below.

#### (a) Credit risk

The Group's credit risk is primarily attributable to trade receivables and deposits with banks. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis.

Trade receivables are presented net of the allowance for impairment of doubtful debts. Credit risks and exposures are controlled and monitored on an on-going basis by performing credit evaluation on customers on a case-by-case basis. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. Trade receivables are normally due within 120 to 180 days from the date of billing. Debtors with balances that are more than three months overdue are requested to settle all outstanding balances before further credit is granted. Normally, the Group does not obtain collateral from customers.

The Group's exposure to credit risk arising from trade receivables is influenced mainly by the individual characteristics of each customer rather than the industry or country in which the customers operate and therefore significant concentrations of credit risk primarily arise when the Group has significant exposure to individual customers.

At the end of the reporting period, the Group has a certain concentration of credit risk arising from trade receivables as 15% (2013: 14%) and 50% (2013: 41%) of the total trade receivables were due from the Group's largest customer and the five largest customers as at 30 June 2014.

The Group's bank deposits are placed with major financial institutions and the Group considers the credit risk to be insignificant. At the end of the reporting period, the Group has a certain concentration of credit risk arising from deposits with banks as 99% of total cash and cash equivalents were deposited at one financial institution in the PRC (2013: 98%).

The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated statement of financial position after deducting any impairment allowance.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 26 FINANCIAL INSTRUMENTS (continued)

### Financial Risk Management and Fair Values (continued)

#### (a) Credit risk (continued)

The Group does not provide any guarantees which would expose the Group to credit risk.

#### (b) Liquidity risk

Individual operating entities within the Group are responsible for their own cash management, including the short term investment of cash surpluses and the raising of loans to cover expected cash demands, subject to approval by the Company's board when the borrowing exceeds certain predetermined levels of authority. The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with lending covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from major financial institutions to meet its liquidity requirements in the short and longer term.

The following table details the remaining contractual maturities at the end of the reporting periods of the Group's and the Company's non-derivative financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of the reporting period) and the earliest date the Group and the Company can be required to pay:

#### The Group

|                          | 2014                                  |         |                            | 2013                                  |         |                            |
|--------------------------|---------------------------------------|---------|----------------------------|---------------------------------------|---------|----------------------------|
|                          | Contractual undiscounted cash outflow |         |                            | Contractual undiscounted cash outflow |         |                            |
|                          | Within 1 year or on demand            | Total   | Carrying amount at 30 June | Within 1 year or on demand            | Total   | Carrying amount at 30 June |
|                          | RMB'000                               | RMB'000 | RMB'000                    | RMB'000                               | RMB'000 | RMB'000                    |
| Trade and other payables | 99,831                                | 99,831  | 99,831                     | 89,044                                | 89,044  | 89,044                     |

#### The Company

|                             | 2014                                  |         |                            | 2013                                  |         |                            |
|-----------------------------|---------------------------------------|---------|----------------------------|---------------------------------------|---------|----------------------------|
|                             | Contractual undiscounted cash outflow |         |                            | Contractual undiscounted cash outflow |         |                            |
|                             | Within 1 year or on demand            | Total   | Carrying amount at 30 June | Within 1 year or on demand            | Total   | Carrying amount at 30 June |
|                             | RMB'000                               | RMB'000 | RMB'000                    | RMB'000                               | RMB'000 | RMB'000                    |
| Other payables and accruals | 1,700                                 | 1,700   | 1,700                      | 1,661                                 | 1,661   | 1,661                      |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 26 FINANCIAL INSTRUMENTS (continued)

### Financial Risk Management and Fair Values (continued)

#### (c) Interest rate risk

The Group's interest rate risk arises primarily from cash at bank. The following table details the interest rate profile of the Group's interest-generating financial assets at the end of the reporting periods.

##### (i) Interest rate profile

|                                   | The Group                          |           |                                    |           |
|-----------------------------------|------------------------------------|-----------|------------------------------------|-----------|
|                                   | 2014<br>Effective<br>interest rate | RMB'000   | 2013<br>Effective<br>interest rate | RMB'000   |
| <i>Variable rate instruments:</i> |                                    |           |                                    |           |
| Cash at bank                      | 0%–0.5%                            | 1,400,161 | 0%–0.5%                            | 1,371,367 |
| Total instruments                 |                                    | 1,400,161 |                                    | 1,371,367 |

##### (ii) Sensitivity analysis

At 30 June 2014, it is estimated that a general increase/decrease of 100 basis points in interest rates, with all other variables held constant, would decrease/increase the Group's loss after tax and increase/decrease retained profits by approximately RMB11,901,000 (2013: increase/decrease the Group's profit after tax and retained profits by approximately RMB13,626,000).

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to the exposure to interest rate risk for all non-derivative financial instruments in existence at that date. The analysis is performed on the same basis for 2013.

#### (d) Commodity price risk

The major components used in the production of the Group's products included copper coils. The Group is exposed to fluctuations in the prices of copper coils which are influenced by global as well as regional supply and demand conditions. Fluctuations in the price of copper coils could adversely affect the Group's financial performance. The Group historically has not entered into any commodity derivative instruments to hedge the potential commodity price changes.

#### (e) Supply risk

The Group sources most of main raw materials from a limited group of suppliers. Interruption or reduction of supply of these raw materials could adversely affect the Group's financial performance. The Group's policy is to regularly monitor the stock level of raw materials to ensure that it maintains sufficient raw materials to meet its production schedules and commitments to customers in the short and longer term. Management does not expect that there will be difficulties to obtain adequate supplies of raw materials and components in a timely manner and at a stable cost. During the year ended 30 June 2014, the Group's supplies of raw materials from the five largest suppliers represented 73% (2013: 73%) of the Group's total raw materials purchases.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 26 FINANCIAL INSTRUMENTS *(continued)*

### Financial Risk Management and Fair Values *(continued)*

#### (f) Currency risk

##### (i) Foreign currency transactions

The Group is exposed to foreign currency risk primarily through sales which give rise to receivables and cash balances that are denominated in a currency other than the functional currency of the operations to which they relate.

The currencies giving rise to this risk are primarily United States dollars (“USD”) and HK\$. During the year, sales denominated in these foreign currencies represented 2% (2013: 3%) of the Group’s total turnover. The Group does not employ any financial instruments for hedging its exposures to foreign currency risk.

##### (ii) Recognised assets and liabilities

In respect of other trade receivables and payables held in currencies other than the functional currency of the operations to which they relate, the Group ensures that the net exposure is kept to an acceptable level, by buying or selling foreign currencies at spot rates where necessary to address short-term imbalances.

##### (iii) Exposure to currency risk

The following table details the Group’s exposure at the end of the reporting periods to currency risk arising from forecast transactions or recognised assets or liabilities denominated in a currency other than the functional currency of the entity to which they relate. The Company does not expose to significant currency risks as the majority of the Company’s assets and liabilities are denominated in Hong Kong Dollars.

#### The Group

|                             | Exposure to foreign currencies (expressed in RMB) |                                    |                           |                                |                                    |  |
|-----------------------------|---|------------------------------------|---------------------------|--------------------------------|------------------------------------|--|
|                             | 2014  |                                    |                           | 2013                           |                                    |  |
|                             | Hong Kong<br>Dollars<br>\$’000                    | United States<br>Dollars<br>\$’000 | EURO<br>Dollars<br>\$’000 | Hong Kong<br>Dollars<br>\$’000 | United States<br>Dollars<br>\$’000 |  |
| Trade and other receivables | 120   | —                                  | —                         | 2,196                          | 355                                |  |
| Cash and cash equivalents   | 1,917   | 2,837                              | 26                        | 2,891                          | 17,856                             |  |
| Trade and other payables    | (52)  | —                                  | —                         | (73)                           | —                                  |  |
| Overall exposure            | 1,985   | 2,837                              | 26                        | 5,014                          | 18,211                             |  |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 26 FINANCIAL INSTRUMENTS (continued)

### Financial Risk Management and Fair Values (continued)

#### (f) Currency risk (continued)

##### (iv) Sensitivity analysis

The following table indicates the instantaneous change in the Group's (loss)/profit after tax (and retained profits) that would arise if foreign exchange rates to which the Group has significant exposure at the end of the reporting periods had changed at that date, assuming all other risk variables remained constant.

#### The Group

|      | 2014   |   | 2013   |   |
|------|--|---|--|---|
|      | Increase/<br>(decrease)<br>in foreign<br>exchange rate | (Decrease)/<br>increase in loss<br>after tax and<br>increase/<br>(decrease) in<br>retained profits<br>RMB'000 | Increase/<br>(decrease)<br>in foreign<br>exchange rate | Increase/<br>(decrease) in<br>profit after tax<br>and retained profits<br>RMB'000 |
| HK\$ | 5%   | 84  | 5%   | 213   |
|      | (5)%   | (84)  | (5)%   | (213)   |
| USD  | 5%   | 121   | 5%   | 744   |
|      | (5)%   | (121)   | (5)%   | (744)   |
| EURO | 5%   | 1   | 5%   | —   |
|      | (5)%   | (1)   | (5)%   | —   |

Results of the analysis as presented in the above table represent an aggregation of the instantaneous effects on each of the Group entities' (loss)/profit after tax and equity measured in the respective functional currencies, translated into RMB at the exchange rate ruling at the end of the reporting period for presentation purposes.

The sensitivity analysis assumes that the change in foreign exchange rates had been applied to re-measure those financial instruments held by the Group which expose the Group to foreign currency risk at the end of the reporting period, including inter-company payables and receivables within the Group which are denominated in a currency other than the functional currencies of the lender or the borrower. The analysis excludes differences that would result from the translation of the financial statements of operations outside the PRC into the Group's presentation currency. The analysis is performed on the same basis for 2013.

#### (g) Fair values

All financial instruments are carried at amounts not materially different from their fair values as at 30 June 2014 and 2013.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 27 COMMITMENTS

### (a) Operating leases

#### *The Group as lessor*

The future aggregate minimum rental receivables under non-cancellable operating leases are as follows:

|                                 | 2014<br>RMB'000 | 2013<br>RMB'000 |
|---------------------------------|-----------------|-----------------|
| Within 1 year                   | 2,796           | —               |
| After 1 year but within 5 years | 4,194           | —               |
|                                 | <b>6,990</b>    | —               |

#### *The Group as lessee*

The total future minimum lease payments under non-cancellable operating leases are payable as follows:

|                                 | <b>The Group</b> |                 |
|---------------------------------|------------------|-----------------|
|                                 | 2014<br>RMB'000  | 2013<br>RMB'000 |
| Within 1 year                   | 1,572            | 1,566           |
| After 1 year but within 5 years | 6,548            | 4,672           |
| After 5 years                   | 2,401            | 3,374           |
|                                 | <b>10,521</b>    | 9,612           |

The Group is the lessee in respect of a number of properties held under operating leases. The lease of a property located in Hong Kong runs for an initial period of 2 years and the leases of land and properties located in the PRC run for an initial period of 5 to 15 years. The leases have options to renew when all terms are renegotiated. The leases do not include contingent rentals.

### (b) Capital commitments

Capital commitments outstanding at 30 June not provided for in the financial statements were as follows:

|  | <b>The Group</b> |                 |
|--|------------------|-----------------|
|  | 2014<br>RMB'000  | 2013<br>RMB'000 |
| Contracted for                                 |                  |                 |
| — Acquisition of property, plant and equipment | 1,413            | 13,098          |
| — Interests in a joint venture                 | —                | 6,728           |
| Authorised but not contracted for              |                  |                 |
| — Acquisition of property, plant and equipment | 57,958           | 117,651         |
|  | <b>59,371</b>    | 137,477         |

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 28 MATERIAL RELATED PARTY TRANSACTIONS

### Key management personnel remuneration

Remuneration for key management personnel of the Group, including amounts paid to the Company's directors as disclosed in note 7 is as follows:

|  | 2014<br>RMB'000 | 2013<br>RMB'000 |
|--|-----------------|-----------------|
| Short-term employee benefits               | 3,215           | 2,960           |
| Share-based payments                       | —               | 4,057           |
| Contribution to retirement benefit schemes | 24              | 24              |
|  | <b>3,239</b>    | <b>7,041</b>    |

Total remuneration is included in "staff costs" (see note 5(a)).

## 29 ACCOUNTING ESTIMATES AND JUDGEMENTS

### Key sources of estimation uncertainty

The methods, estimates and judgements the directors used in applying the Group's accounting policies have a significant impact on the Group's financial position and operating results. Some of the accounting policies require the Group to apply estimates and judgements, on matters that are inherently uncertain.

Notes 24 and 26 contain information about the assumptions and their risk factors relating to fair value of share options granted and financial instruments respectively. Other key areas of estimation uncertainty are as follows:

#### (a) Provision for warranties

As explained in note 23, the Group makes provision for the warranties it gives on sales of automation instrument and technology products based on the Group's recent claim experience. As the Group is continually upgrading its product designs and launching new models it is possible that the recent claim experience is not indicative of future claims that the Group will receive in respect of past sales. Any increase or decrease in the provision would affect profit or loss in future years.

# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 29 ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

### (b) Impairments of assets

The Group reviews the carrying amounts of the assets at the end of each reporting period to determine whether there is objective evidence of impairment. When indication of impairment is identified, management prepares discounted future cash flow to assess the differences between the carrying amount and value in use and provided for impairment loss. Any change in the assumptions adopted in the cash flow forecasts would increase or decrease in the provision of impairment loss and affect the Group's net asset value.

Allowance for impairment loss for doubtful debts in respect of trade and other receivables is assessed and provided based on the directors' regular review of ageing analysis and evaluation of collectability. A considerable level of judgement is exercised by the directors when assessing the credit worthiness and past collection history of each individual customer.

An increase or decrease in the above impairment losses would affect the net profit in future years.

### (c) Write-down of inventories

The Group reviews the carrying amounts of the inventories at the end of each reporting period to determine whether the inventories are carried at lower of cost and net realisable value as in accordance with accounting policy as set out in note 1(k). Management estimates the net realisable value based on current market situation and historical experience on similar inventories. Any change in the assumptions would increase or decrease the amount of inventories write-down or the related reversals of write-down made in prior years and affect the Group's net assets value.

### (d) Provision for taxation

Judgement is required in determining the provision for income tax. There are transactions and calculations for which ultimate tax determination is uncertain during the ordinary course of business. The final outcomes are subject to uncertainties and resulting liabilities may exceed provisions.

### (e) Depreciation

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives. The Group reviews regularly the useful lives of the assets and their residual values, if any. The useful lives and residual values are based on the Group's historical experience with similar assets and taking into account anticipated technological changes. The depreciation expense for future periods is adjusted if there are significant changes from previous estimation.

### (f) Fair value of investment properties

Investment properties are carried in the consolidated statement of financial position at 30 June 2014 at their fair value of approximately RMB59,248,000 (2013:RMB35,665,000). The fair value was based on a valuation on these properties conducted by an independent firm of professional valuers using property valuation techniques which involve certain assumptions of market conditions. Favourable or unfavourable changes to these assumptions would result in changes in the fair value of the Group's investment properties and corresponding adjustments to the amount of gain or loss reported in the consolidated statement of profit or loss.



# NOTES TO THE FINANCIAL STATEMENTS

(Expressed in Renminbi Yuan unless otherwise indicated)

## 30 POSSIBLE IMPACT OF AMENDMENTS, NEW STANDARDS AND INTERPRETATIONS ISSUED BUT NOT YET EFFECTIVE FOR THE YEAR ENDED 30 JUNE 2014

Up to the date of issue of these financial statements, the HKICPA has issued a number of new standards, amendments and interpretations which are not yet effective for the year ended 30 June 2014, and which have not been adopted in these consolidated financial statements. These include the following which may be relevant to the Group.

|  | <b>Effective for<br/>accounting<br/>periods beginning<br/>on or after</b> |
|--|---|
| Amendments to HKFRSs Annual improvements to HKFRSs 2010–2012 cycle   | 1 July 2014   |
| Amendments to HKFRSs Annual improvements to HKFRSs 2011–2013 cycle   | 1 July 2014   |
| Amendments to HKFRS 9 and HKFRS 7 (Amendments), Mandatory Effective Date of HKFRS 9 and Transition Disclosures | 1 January 2015  |
| Amendments to HKFRS 10, HKFRS 12 and HKAS 27 Investment entities   | 1 January 2014  |
| Amendments to HKFRS 11, Accounting for acquisitions of interest in joint operations                            | 1 January 2016  |
| Amendments to HKAS 16 and HKAS 38, Clarification of acceptable methods of depreciation and amortisation        | 1 January 2016  |
| Amendments to HKAS 16 and HKAS 41, Agriculture: Bearer Plants  | 1 January 2016  |
| Amendments to HKAS 19, Defined benefit plans: Employee contributions   | 1 July 2014   |
| Amendments to HKAS 27, Equity Method in Separate Financial Statements  | 1 January 2016  |
| Amendments to HKAS 32, Offsetting financial assets and financial liabilities                                   | 1 January 2014  |
| Amendments to HKAS 36, Recoverable amount disclosures for non-financial assets                                 | 1 January 2014  |
| Amendments to HKAS 39, Novation of derivatives and continuation of hedge accounting                            | 1 January 2014  |
| HKFRS 9, Financial instruments: Hedge accounting   | 1 January 2018  |
| HKFRS 14, Regulatory Deferral Accounts   | 1 January 2016  |
| HKFRS 15, Revenue from contracts with customers  | 1 January 2017  |
| HK(IFRIC) — Int 21, Levies   | 1 January 2014  |

The Group is in the process of making an assessment of what the impact of these new standards, amendments, and interpretations is expected to be in the period of initial application but is not yet in a position to state whether these new standards, amendments, and interpretations would have a significant impact on the Group's results of operations and financial position.

# FINANCIAL SUMMARY

## RESULTS

|  | For the year ended 30 June |                 |                 |                 |                 |
|--|----------------------------|-----------------|-----------------|-----------------|-----------------|
|  | 2010<br>RMB'000            | 2011<br>RMB'000 | 2012<br>RMB'000 | 2013<br>RMB'000 | 2014<br>RMB'000 |
| Turnover   | 667,583                    | 900,613         | 868,075         | 516,549         | <b>403,816</b>  |
| Profit/(loss) before taxation                                    | 271,364                    | 366,404         | 310,342         | 49,588          | <b>(15,851)</b> |
| Income tax expenses  | (43,706)                   | (62,011)        | (51,149)        | (13,311)        | <b>(3,654)</b>  |
| Profit/(loss) attributable to equity shareholders of the Company | 227,658                    | 304,393         | 259,193         | 36,277          | <b>(19,505)</b> |

## ASSETS AND LIABILITIES

|                                       | At 30 June      |                 |                 |                 |                  |
|---------------------------------------|-----------------|-----------------|-----------------|-----------------|------------------|
|                                       | 2010<br>RMB'000 | 2011<br>RMB'000 | 2012<br>RMB'000 | 2013<br>RMB'000 | 2014<br>RMB'000  |
| Non-current assets                    | 231,536         | 520,992         | 668,220         | 668,445         | <b>696,338</b>   |
| Current assets                        | 1,692,348       | 1,724,706       | 1,725,531       | 1,701,144       | <b>1,665,889</b> |
| Current liabilities                   | (172,514)       | (214,800)       | (138,636)       | (91,585)        | <b>(101,393)</b> |
| Net current assets                    | 1,519,834       | 1,509,906       | 1,586,895       | 1,609,559       | <b>1,564,496</b> |
| Total assets less current liabilities | 1,751,370       | 2,030,898       | 2,255,115       | 2,278,004       | <b>2,260,834</b> |
| Non-current liabilities               | (17,966)        | (18,022)        | (18,067)        | (17,986)        | <b>(18,032)</b>  |
| Total equity                          | 1,733,404       | 2,012,876       | 2,237,048       | 2,260,018       | <b>2,242,802</b> |